TECHNICAL REPORT

ON THE

RESOURCES

AT

P O T T E R   M I N E   P R O P E R T Y

MUNRO TOWNSHIP – LARDER LAKE MINING DIVISION

ON BEHALF OF

M I L L S T R E A M   M I N E S   L T D
44 Victoria St., Suite 1101
Toronto, Ontario
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Report for NI 43 - 101

BY:

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May 21, 2008

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3.0 SUMMARY

Millstream Mines Ltd. ("Millstream" or "Company") is a publicly traded Canadian mining and exploration company on the TSE Ventures Exchange (MLM/TSX-V). Millstream has been and is active in acquisition, exploration, and development of mineral resources primarily for base metals and gold. The Company is presently focusing work on their Canadian properties in the Larder Lake and Sudbury Mining Divisions.

The Potter Mine Project located in Munro Township within the Larder Lake Mining Division Plan M-376 consists of 16 patented and 17 leased mining claims that comprise 38 claim units covering 608 hectares (1520 acres). The Potter Project, includes the past producing Potter Mine, occurs within the Archean Kidd–Munro Assemblage of the Abitibi Greenstone Belt and is the focal point of the exploration work presented here.

New geological observations and interpretations suggest that the komatiitic ultramafic volcanic assemblage immediately southwest of the mine area face stratigraphically south. The volcanic assemblages and massive sulphide mineralization in the Potter mine area and along strike to Pyke Hill komatiitic ultramafic assemblage face stratigraphically north. This evidence suggests that there is locally an antiformal fold axis immediately south of the Potter mine and has been referred to on the property map as the Potter antiform. This antiform would therefore exist proximally to the south of, and within the mine tholeiitic basalt hyaloclastite sequence thus indicating that the south limb area of the antiform would have an increased potential as a target area for hosting additional VMS mineralization similar to the Potter Mine mineralization that occurs on the north limb of the Potter antiform.

In December 2003 under the guidelines of National Instrument 43-101 a technical report titled "Geologic Report MLSM-1, dated December 03, 2003" on the Potter Mine Property was filed for Millstream Mines Ltd. on SEDAR. Such report contains "Geology of the Potter Cu-Zn-Co-Ag VMS Mineralization and Exploration Progress Report to March 31, 2000 at Millstream Mines Ltd. Potter Exploration Project" by A. P. David Gamble, Geologist, and later amended and submitted by Edward I. Bettiol, P. Eng. to SEDAR. The "Geologic Report MLSM-1, dated December 03, 2003" contains the relevant background information, results of exploration programs and diamond drilling programs up to March 31, 2000.

In December 2006-January 2008 a further thirty-three (33) diamond drill hole program totaling 20,453 meters was carried out to gain additional information necessary to aid in the geological interpretation and also to develop a resource estimate with the closer spaced hole pattern. This drill program resulted in a number of significant copper-zinc mineralized sections being intersected. A high percentage of the holes drilled in the mine area returned multiple intersections of sulphide mineralization.

To date, a total of seventy-one (71) diamond drill holes have been drilled on the Potter Project property of which a total of forty-six (46) diamond drill holes including wedged holes have been drilled specifically for exploration in the Potter Mine area. Twenty-five (25) diamond drill holes have been drilled on exploration targets elsewhere on the property away from the immediate Potter Mine area.

Based on the intersections of the forty-six (46) diamond drill holes and wedged holes a preliminary estimate of the size of the resource has been completed. A total of seven (7) massive to semi massive sulphide mineralized zones are geometrically arranged in a parallel to sub parallel stacked arrangement. The zones are identified from south to north as the Y Zone, the A Zone (down dip continuation of the Potter mined zone), the B Zone, the C Zone, the D Zone, the E Zone, and the F zone. Each of the mineralized zones are separated by barren unmineralized host rock. All seven (7) zones currently occur within the mine area along a strike length of 250 meters, lie within a horizontal across strike (stratigrahic) thickness of 225 meters, and occur within a vertical distance of 725 meters from +50 meters above sea level down to -675 meters below sea level. The seven zones have been determined by using the criteria of a 2.0 meter as minimum true thickness in conjunction with minimum true thickness X grade cut-off of 0.74% copper equivalent. The copper equivalency “Cu Equivalent” was based on an historical price relationship between copper and zinc of 1:0.42 such that Cu Equivalent = Cu (wt %) + 0.42 Zn (wt %). The assay values for the other elements reported that include cobalt, silver, and gold were not incorporated into the chosen cut-off criteria. All final indicated and inferred resource estimations for each zone are reported with the individual grades for copper (wt%), zinc (wt%), cobalt (ppm), silver (ppm), and gold (ppb).

The summary total for the indicated resource estimation for all the Y, A, B, C, D, E, F, zones is a total of 3,028,767 tonnes at 1.45% copper, 1.19% zinc, 389.7 ppm cobalt, 11.1 ppm silver, and 127.5 ppb gold.

Additional to the indicated resource, the summary total for the inferred resource estimation for all the Y, A, B, C, D, E, F zones is a total of 2,071,101 tonnes at 1.08 % copper, 1.05 % zinc, 301.4 ppm cobalt, 8.7 ppm silver, and 81.7 ppb gold.

4.0 Introduction and Terms of Reference

A. P. David Gamble, P.Geo. of Dave Gamble Geoservices Inc an independent consulting geologist has been contracted as required since May 1997 on the Potter Project to propose, manage, and carry out the on site exploration programs and report on the exploration activities on the Potter Project in Munro Township in the Larder Lake Mining Division, Ontario.

Mr. Edward I. Bettiol, P. Eng. an independent consulting engineer has been involved in a managerial position since 1996 as the Property Manager on the Potter Project overlooking the exploration work programs.

This independent technical report was prepared and coauthored by A. P. David Gamble, P. Geo., and a Qualified Person (“QP”), and by Edward I. Bettiol, P. Eng., and a Qualified Person (“QP”) for purposes set out in National Instrument 43-101.

In December 2003 under the guidelines of National Instrument 43-101 a technical report titled “Geologic Report MLSM-1, dated December 03, 2003” on the Potter Mine Property was filed for Millstream Mines Ltd. on SEDAR. Such report contains “Geology of the Potter Cu-Zn-Co-Ag VMS Mineralization and Exploration Progress Report to March 31, 2000 at Millstream Mines Ltd. Potter Exploration Project” by A. P. David Gamble, Geologist, and later amended and submitted by Edward I. Bettiol, P. Eng. to SEDAR. The “Geologic Report MLSM-1, dated December 03, 2003” contains the relevant background information, results of exploration programs and diamond drilling programs up to March 31, 2000.

The purpose of this current technical report is to report on all material changes on the Potter Mine property since March 31, 2000 as a result of the exploration program conducted by Millstream Mines Ltd during the period December 01, 2006 to May 21, 2008.

5.0 Reliance on Other Experts Disclaimer

The coauthors relied upon Millstream Mines Ltd for information regarding the current status of legal title of the property, property agreements, corporate structure, and any outstanding environmental orders.

6.0 Property Description and Location

The Potter Mine Property is located approximately 51 kilometers north of Kirkland Lake, Ontario and is in the north central part of Munro Township, District of Cochrane, and within the Larder Lake Mining Division of Northeastern Ontario, NTS 42A/NE, see Location Map, Figure 1.

Access to the property is gained by proceeding east along Highway #101 for approximately 25 kilometers from Matheson, Ontario. At this point, an all weather gravel road leads northerly for 8.5 km. to the Potter Mine turn-off road with the mine being approximately 2 km. westerly from that point. The Potter Mine shaft is centered on UTM: NAD 83, Zone 17, coordinates 558,170 meters East, and 5,383,210 meters North.

The Potter Property of Millstream Mines Ltd. consists of 16 patented mining claims (16 claim units), and 12 leased claims (12 claim units), and 5 regular mining claims (10 claim units) for a total land package of 38 claim units covering 608 hectares (1520 acres). The property covers parts of Lots 5 to 9 in Con IV and V in Munro Township Plan M-376, see Claim Location Map Figure 2.

PATENTED MINING CLAIMS

PATENTED CLAIM NUMBER	**DESCRIPTION**	**UNITS**
Pcl 857	N ½ Lot 7 Con V	4
L 53946	SE 1/4 S 1/2 Lot 6 Con V	1
L 53947	SW 1/4 S 1/2 Lot 5 Con V	1
L 53948	NE 1/4 N 1/2 Lot 6 Con IV	1
L 53949	NW 1/4 S 1/2 Lot 5 Con V	1
L 53950	NE 1/4 S 1/2 Lot 6 Con V	1
L 53951	NW 1/4 S 1/2 Lot 6 Con V	1
L 53952	SW 1/4 S 1/2 Lot 6 Con V	1
L 53953	NW 1/4 N 1/2 Lot 6 Con IV	1
L 53954	NE 1/4 S 1/2 Lot 7 Con V	1
L 53955	SE 1/4 S 1/2 Lot 7 Con V	1
L 53956	SW 1/4 S 1/2 Lot 7 Con V	1
L 53957	NW 1/4 S 1/2 Lot 7 Con V	1
Total patented claims		**16 units**

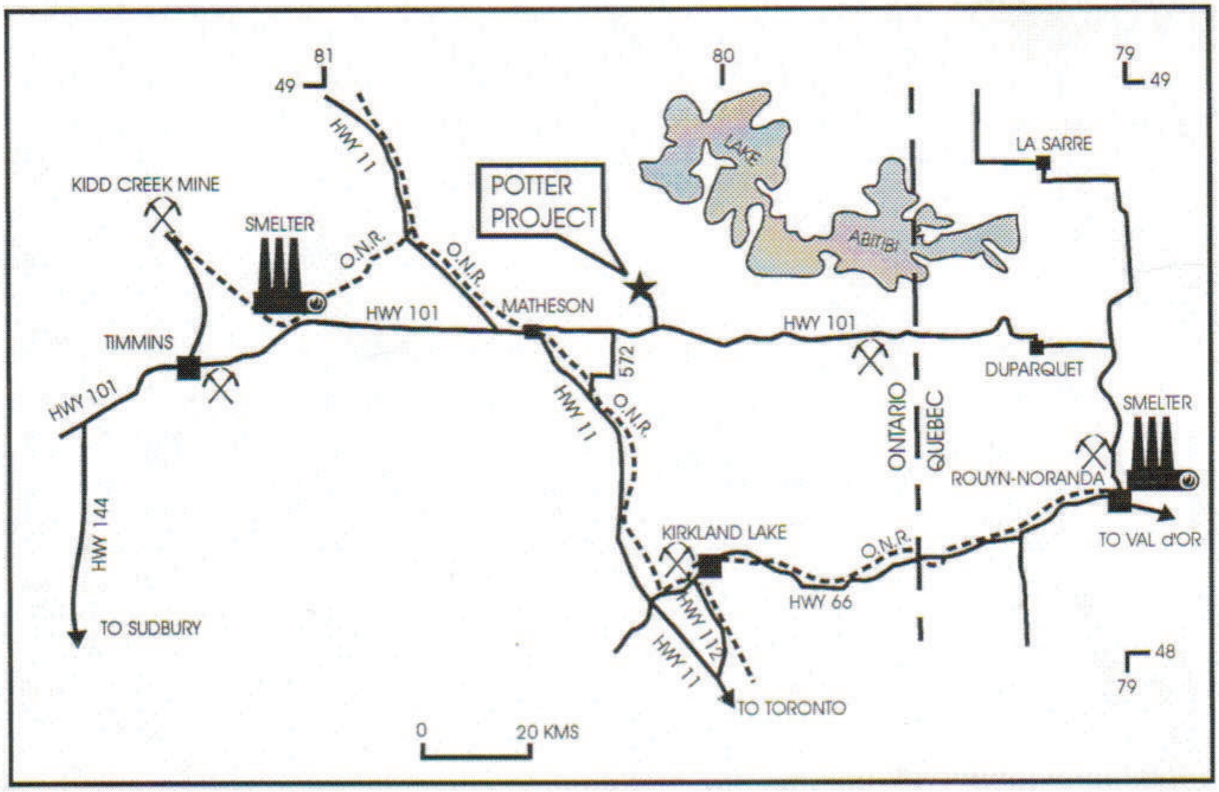
LEASED MINING CLAIMS

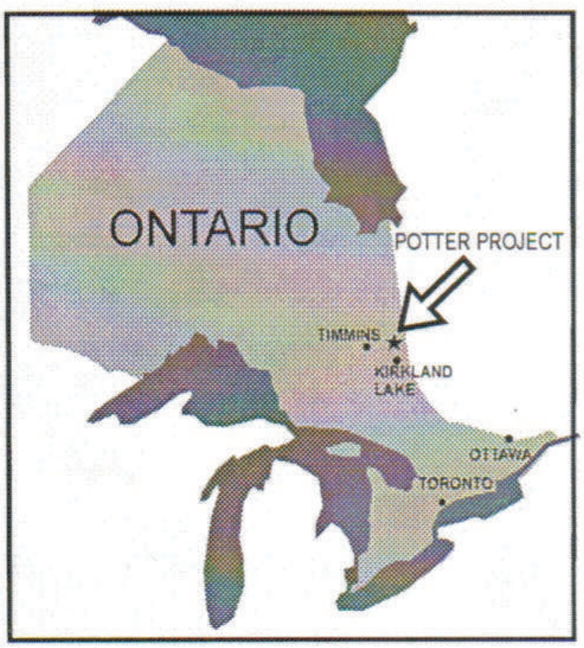
CLAIM NUMBER	DESCRIPTION	UNITS
L 61260	NE 1/4 S 1/2 Lot 8 Con V	1
L 61261	SE 1/4 S 1/2 Lot 8 Con V	1
L 61262	SW 1/4 S 1/2 Lot 8 Con V	1
L 61263	NW 1/4 S 1/2 Lot 8 Con V	1
L 61264	SW 1/4 N 1/2 Lot 8 Con V	1
L 61265	SE 1/4 N 1/2 Lot 9 Con V	1
L 61266	NE 1/4 S 1/2 Lot 9 Con V	1
L 61267	SE 1/4 S 1/2 Lot 9 Con V	1
L 61268	NW 1/4 N 1/2 Lot 8 Con V	1
L 61269	NE 1/4 N 1/2 Lot 9 Con V	1
L 61270	NW 1/4 N 1/2 Lot 9 Con V	1
L 61271	SW 1/4 N 1/2 Lot 9 Con V	1
Total leased claims		**12 units**

STAKED MINING CLAIMS

CLAIM NUMBER	DESCRIPTION	UNITS
L 1186176	N ½ Lot 7 Con IV	4
L 1186177	S ½ of N 1/2 Lot 6 Con IV	3
And	SW 1/4 N 1/2 Lot 5 Con IV	
L 1186178	NW 1/4 N 1/2 Lot 5 Con IV	1
L 1186179	SE 1/4 S 1/2 Lot 5 Con V	1
L 1186181	SE 1/4 N 1/2 Lot 8 Con V	1
Total staked claims		**10 units**

Total Claim Units: 38 units



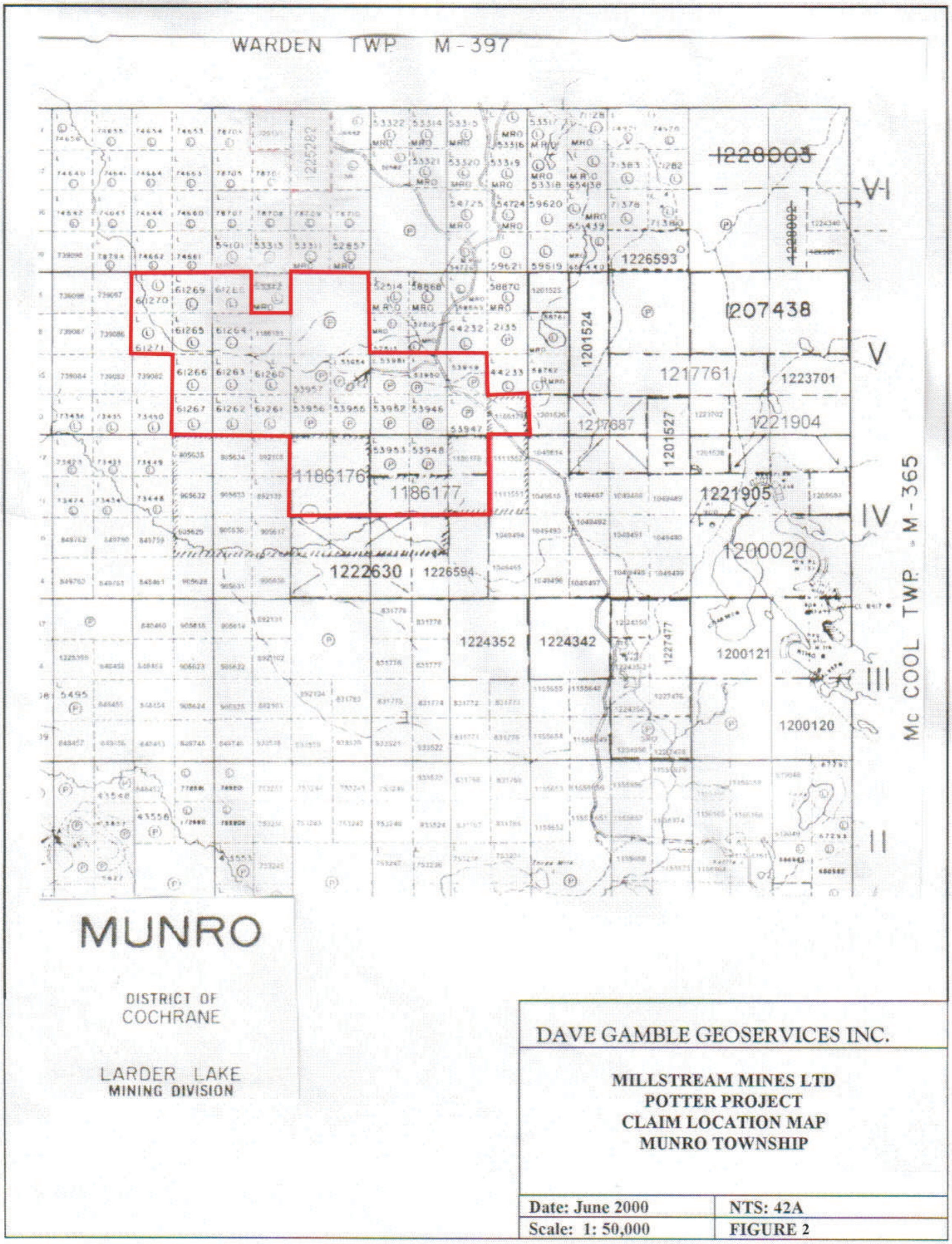


DAVE GAMBLE GEOSERVICES INC.

MILLSTREAM MINES LTD

POTTER PROJECT LOCATION MAP

Date: June 2000	**NTS: 42A**
Scale: Scale Bar	**FIGURE 1**



DAVE GAMBLE GEOSERVICES INC.

MILLSTREAM MINES LTD
POTTER PROJECT
CLAIM LOCATION MAP
MUNRO TOWNSHIP

Date: June 2000	**NTS: 42A**
Scale: 1: 50,000	**FIGURE 2**

7.0 Accessibility, Infrastructure, Physiography, Climate, Local Resources

The Potter Property is readily accessible by traveling east from Matheson, Ontario on Highway # 101 for approximately 25 kilometers. At this point, an all weather gravel road accessible by automobile or heavy truck leads northerly for 8.5 km. to the Potter Mine turn-off road with the mine being approximately 2 km. westerly from that point.

The topography is generally flat with the exception of the prominent Centre Hill in the south east part of the property that rises about 55 m above the surrounding flat swampy land. The western portion of the Property exhibits lower relief and is poorly drained with numerous beaver ponds, bogs, and alder swamps.

The climate is typical of northeastern Ontario with below freezing winter temperatures ranging from -35 deg. C to 0 deg. C from November to April, and brief periods of hot weather in the summer ranging from 10 deg. C to 30 deg. C.

Precipitation averages 80 centimeters per year with a substantial portion in the form of snow averaging 2.4 meters per year.

Two copper and zinc smelter complexes are in within trucking distance from the Potter Mine via Hwy #101. They are located at the Xstrata Noranda, Quebec complex 120 km to the east, and at the Xstrata Timmins, complex located 80 km to the west.

The Potter property from previous operations has infrastructure, such as: year round road access, mill site foundations that may be utilized, tailings disposal area that may be utilized, 3 kilometer hydro power line easement to the property which may accommodate communications, a 3 compartment vertical shaft to 1272 ft (388 meters), underground workings from 8 mining levels, timber headframe, a new 40’ x 60’ garage with temporary office, and core logging and splitting facilities with 8 inside core storage racks for 5040 m of NQ core storage, an outside core farm with 80 covered core storage racks for an additional 50,400 m of NQ core, accommodations and meals are available at the Perry Lake Lodge located along Highway # 101 approximately 13 kilometers from the Potter Mine site.

Skilled labour for mining and exploration is available in the communities of Matheson, Kirkland Lake, and Timmins in northeastern Ontario, and from Rouyn-Noranda, Duparquet, in northwestern Quebec. Timmins, Kirkland Lake, and Rouyn-Noranda are major supply and service centers for the mining industry.

Swastika Laboratories Ltd located in Swastika Ontario approximately 8 kilometers west of Kirkland Lake is within an hours drive from the Potter property.

8.0 History

Copper zinc massive sulphide mineralization was first discovered by prospectors in Munro Township in 1926. On the current Potter Project property a 35 foot deep shaft was sunk in 1930 exposing minor pyrrhotite and chalcopyrite in a shear zone along a gabbro/volcanic contact. Exploration continued in the form of prospecting, diamond drilling and magnetic surveys which were the main form of work until 1952 when massive sulphide mineralization was discovered in a drill hole undertaken by prospector R. S. Potter on what is now considered as part of the upper level of mineralization in the Potter Mine. In 1953 Center Hill Mines Ltd. was incorporated and acquired a number of mining claims over the next several years from R. S. Potter in the area of the present Potter Mine. In 1957 a shaft was sunk to 408 feet and a crosscut was established at the 350 foot level that cut at this time the main sulphide lens. In 1962, the shaft was deepened to 634 feet, and a used mill was purchased. In 1966, Centre Hill Mines Ltd. was reorganized to Munro Copper Mines Ltd., at which time the headframe was extended 35 ft. to a height of 100 ft. and the shaft was deepened to 907 feet. Munro Copper Mines Ltd went into receivership in April I968 and the assets were offered for sale. In December 1968 Patrick Harrison Co. Ltd., a major bondholder, purchased the property, mine, surface facilities and mineral rights and renamed the mine the “Potter Mine”. In 1970 the shaft was deepened to 1272 feet and mining continued under Harrison Drilling and Exploration Co. Ltd. until operations ceased on April 07, 1972 due to low metal prices, and the mine was allowed to flood. In 1975, most of the equipment was sold to other interested mining companies. By the time the Potter mine closed in 1972 it had produced some 477,572 tons of ore for milling at a recovered grade of 1.63% copper 1.50% zinc, with minor silver and trace gold credits. The lowest worked 8th level at 1100 feet from surface collar provided three stopes with the largest known as the 8.4 stope which was 330 feet long with an average width of 16.5 feet and averaged 2.26% copper and 7.22% zinc from historical company records (non NI 43-101 compliant).

From 1972 to 1995 no exploration work was conducted on the property, however, the property remained on a care and maintenance basis.

In 1996 line cutting and grid establishment, ground geophysical surveys consisting of a ground magnetometer survey, a horizontal loop electromagnetic (HLEM) and very low frequency VLF-EM surveys along with nine (9) exploration diamond drill holes totaling 1606 meters were completed.

In 1997-1998, further line cutting and grid establishment, an Induced Polarization (Real Section I.P.) geophysical surveys were carried out. Nineteen exploration (19) diamond drill holes were also completed totaling 9,688 meters that helped to confirm the interpretation of the down dip continuation of the Potter Mine mineralization.

In 1999-2000 a further ten (10) exploration diamond drill holes totaling 5899 meters were completed. In addition a colour air photo survey was conducted over the property with ground fixed surveyed control points (latitude, longitude, and elevation) in order to tie the old mine imperial grid, the surface metric grid, and all drill hole collars into a common UTM coordinate system for the property. Down hole geophysical 3D Bore Hole Transient Electromagnetic (3D BHTEM) surveys were also conducted on selected diamond drill holes to aid in identifying any off hole conductors. Geological and geochemical surveys were also conducted during this period.

A chronological history of the Potter property from 1930 to 2000 can be reviewed in the report titled “Geologic Report MLSM-1 dated December 03, 2003” filed on SEDAR.

9.0 Geological Setting

The former Potter mine is located within the east-southeast trending Archean (2717-2712 Ma) belt of subaqueous mafic to ultramafic komatiitic to tholeiitic volcanic and intrusive rocks referred to as the Kidd-Munro Assemblage of the Abitibi Greenstone Belt in northeastern Ontario. The Kidd Munro Assemblage also hosts the world class Kidd Creek Cu-Zn-Ag volcanogenic massive sulphide (VMS) deposit (greater than 138.7 million tonnes of 2.35% Cu, 6.50% Zn, 0.23% Pb and 89 g/ton Ag) located some 80 kilometers to the west, near the town of Timmins, Ontario.

The northern part of Munro Township, see Figure 3, Geology Map of the North Part of Munro Township, is dominated by komatiitic volcanic rocks, thick differentiated tholeiitic units that are a combination of both extrusive basalt flows and gabbro intrusive units, and by chemical and detrital sedimentary rocks of the Kidd–Munro Assemblage. The Kidd-Munro assemblage is one of the most ultramafic rich volcanic successions of any age in the world and is well known for the excellent classic komatiite flow sequence exposures at Pyke Hill in Munro Township. The Kidd-Munro Assemblage is also intruded by a series of differentiated ultramafic peridotite to mafic gabbro intrusive sills known as the Munro Lake Sill complex, intruded by granodiorite small intrusions and dykes, and also intruded by several series of later diabase dykes.

The age date available for the area is associated with felsic volcanic rocks located in Beatty Township that lies adjacent to the west of Munro Township. A rhyolite volcanic returned a date of 2714 ± 2 Ma, and this age correlates well with other age dates throughout the Kidd-Munro assemblage.

In the northern part of Munro Township, the Kidd-Munro Assemblage has been folded about the west plunging, tight isoclinal McCool Hill syncline, with the axial trace trending west-northwest immediately north of the Potter Mine. Most volcanic and thin sedimentary assemblages that lie north of this fold axis stratigraphically face south and dip vertically. The volcanic and sedimentary assemblages that lie immediately south of the McCool Hill syncline axis dip vertically and stratigraphically face north. The volcanic succession is predominantly a thick komatiitic flow sequence with a lower abundance of interbedded tholeiitic basalt, and where pillowed may offer facing directions. Intercalated with the volcanic sequence are thin continuous interflow sedimentary horizons that essentially consist of fine clastic siliceous sediment, cherty exhalative units, and carbonaceous mudstone to argillite beds. These thin sedimentary horizons where graded may offer some facing directions. Numerous sulphide showings consisting of finely disseminated with minor massive seams of pyrrhotite - pyrite ± chalcopyrite ± sphalerite occur within the thin sedimentary horizons. The Potter Mine, and the Potterdoal showing lying 2.4 kilometers to the north, both occur where volcanic stratigraphy changes from komatiitic to tholeiitic affinity. The VMS mineralization is localized within the tholeiitic stratigraphic assemblage and is commonly found along hiatuses marked by thin interflow sedimentary horizons.

In the Potter mine area, the volcanic succession exhibits subaqueous bimodal volcanism and is divisible into 3 informal lithostratigraphic and chemostratigraphic units occurring, from the oldest to youngest as follows:
1) a Lower komatiitic ultramafic flow sequence;
2) a Middle tholeiitic basalt volcaniclastic breccia to hyaloclastite tuff sequence and,
3) an Upper komatiite ultramafic flow sequence.

The strata generally strikes easterly, dips vertically, and faces north and lies on the south flank of the regional west plunging McCool Hill synclinal structure, see Figure 4 Potter Mine Geology Map.

Previous workers have interpreted that the komatiitic sequence immediately south of the Potter mine occurs in the Lower komatiitic flow sequence and that the Pyke Hill series of komatiitic flows east and north of the mine occur in the Upper komatiitic sequence. There has been several new geological observations and interpretations (M. Houle, 2005) to suggest that the some of the komatiitic ultramafic volcanic assemblage immediately southwest of the mine area locally face stratigraphically to the south and is not all a north facing homoclinal sequence as historically interpreted. The Middle tholeiitic volcanic assemblages that host the massive sulphide mineralization in the Potter mine area along with the Upper komatiitic assemblage face stratigraphically north. This evidence suggests that there is a local antiformal fold axis immediately south of the Potter mine and has been referred to on the Potter Mine Geology Map Figure 4 as the “Potter Antiform”. The south limb area of this Potter antiform would therefore have a potential as a target area for hosting additional VMS mineralization similar to the Potter Mine mineralization that occurs on the north limb of the Potter antiform.

The Middle tholeiitic unit consists of a fissure vent proximal spatter basalt breccia rampart deposits that contain coarse fluidal bombs, cored bombs and armored lapilli that occur approximately 400 meters to the east of the Potter mine. This proximal vent facies basalt volcanoclastic breccia is clast supported, poorly bedded and unsorted that suggest a lack of fragment reworking due to transport. The delicate nature of the basalt breccia spatter in the form of ribbon fragments, globular molded lapilli that resemble agglutinate, the coarse fluidal and cored bombs suggests that many of these breccia fragments would have formed and cooled within the fissure vent steam carapace that would have allowed for a slower cooling rate and less quench fragmentation.

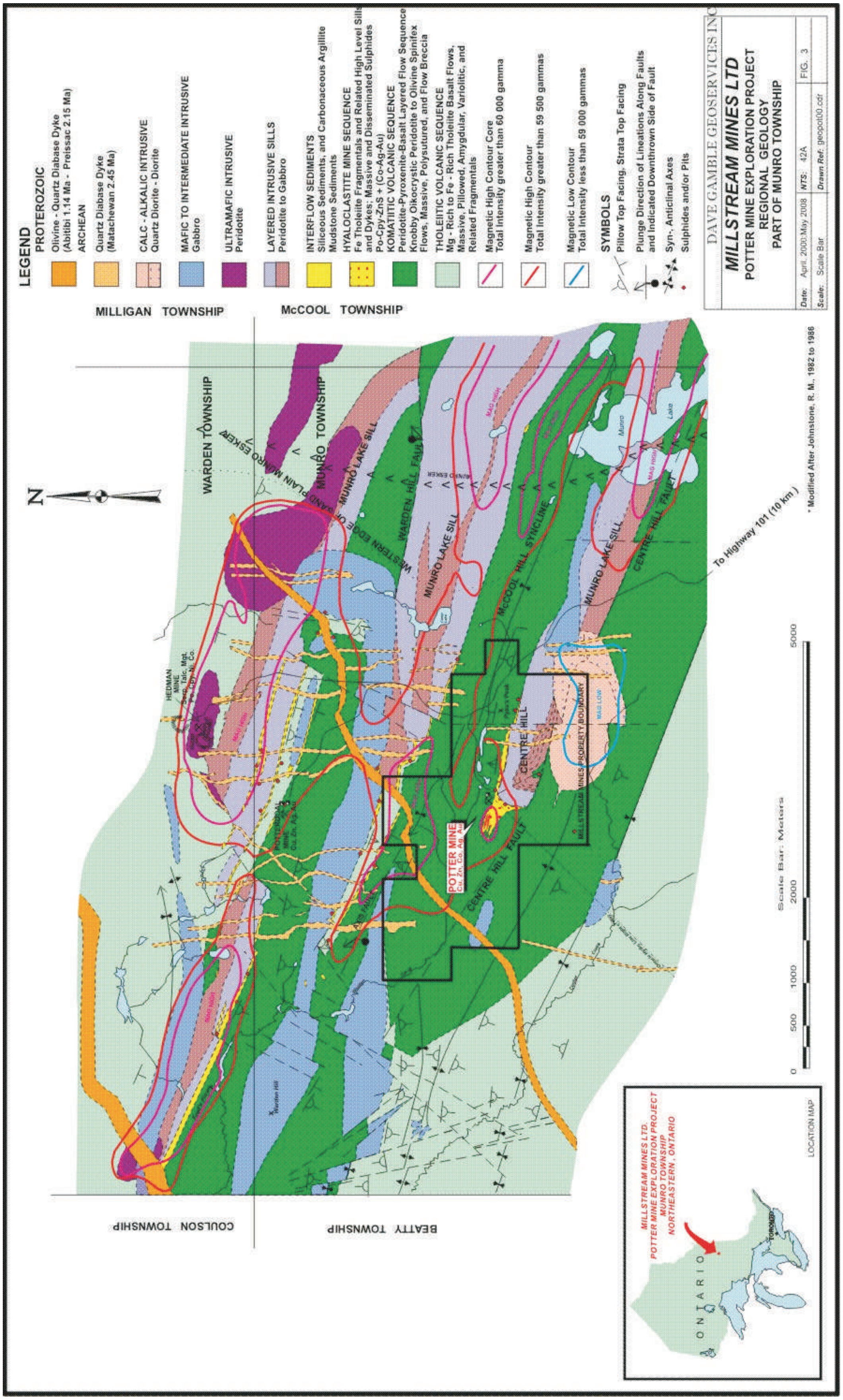
This middle tholeiitic unit also contains vent medial to distal basalt tuff and hyaloclastite mass flow and pyroclastic deposits in the immediate mine area. Intruding the middle tholeiitic unit are basalt peperitic sills and dykes that exhibit massive quench-textured basalt autobrecciated contacts and are interpreted as high level comagmatic synvolcanic intrusions. The basalt dykes commonly contain patches and wispy fragments of carbonaceous argillite, massive sulphide and basalt tuff. The Middle tholeiitic basalt intrusive sills and volcanoclastic rocks are identical in composition and are chemically distinct from the Upper and Lower komatiitic units as they have higher SiO_2, TiO_2, Fe_2O_3, and lower MgO contents and display a pronounced Fe-enrichment trend typical of tholeiites.

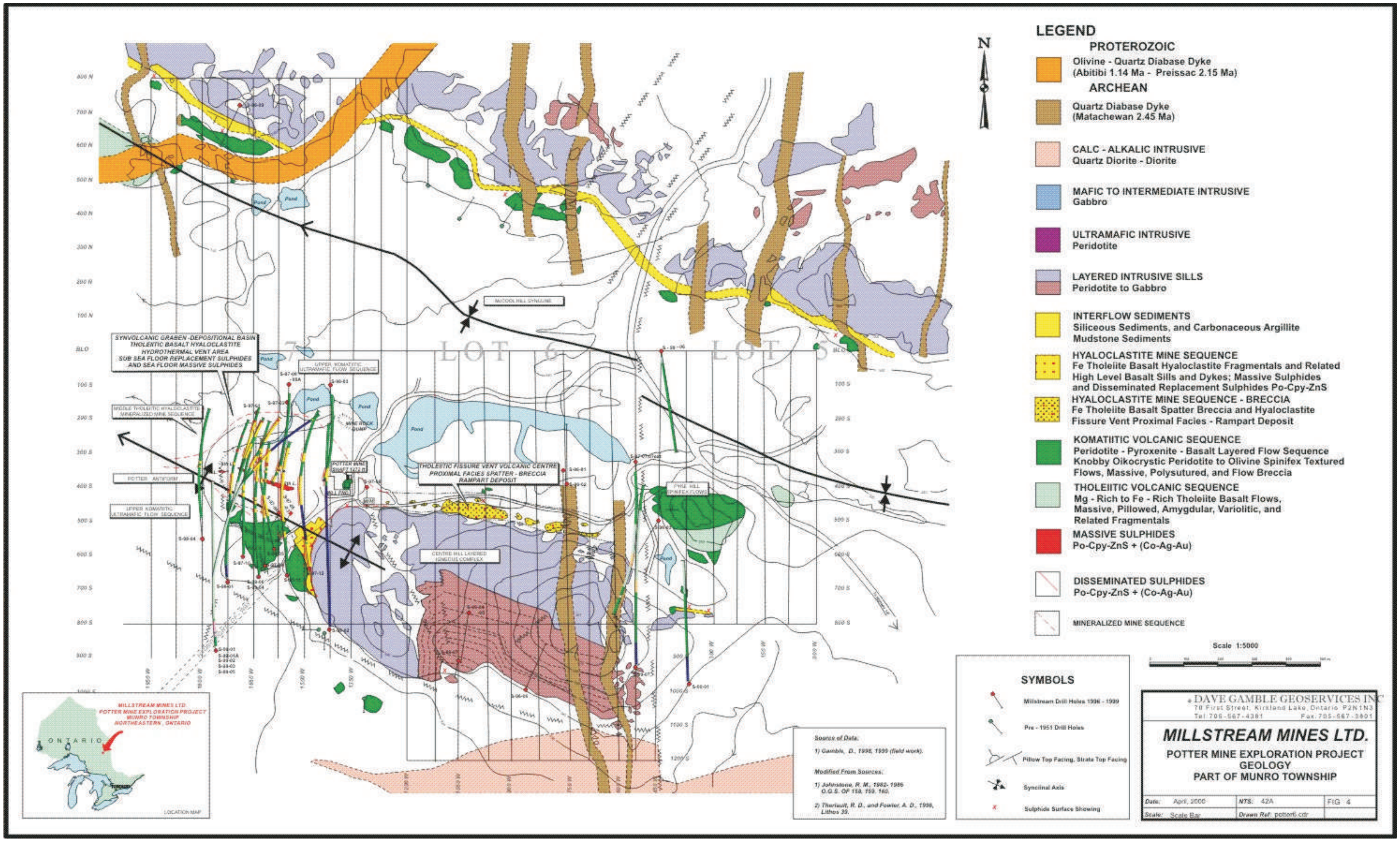
The basalt tuff ”hyaloclastite” consists of framework supported, normally to reversely graded, depositional units (centimeters to meters in thickness) of densely packed, amygdaloidal, globular to angular, plate-like lapilli (<1mm to 5mm) of palagonitized and chloritized sideromelane. Fragments of olivine porphyritic basalt, amygdaloidal aphyric basalt and plagioclase microlitic basalt, are less common. Accessory fragments of cherty siliceous sediment, fine carbonaceous mudstone, argillaceous graphitic mudstone, and massive sulphide account for <1% of the tuff breccia. The matrix, which rarely exceeds 20% by volume of the hyaloclastite, consists of the following: 1) carbonate as calcite; 2) broken crystals of quartz, plagioclase and pyroxene; 3) fine, massive dark green chlorite; 4) carbonaceous sediment; and 5) massive sulphide.

The basalt tuff hyaloclastite was derived partially by quench fragmentation within a subaqueous fire-fountain where rapidly erupted, low viscosity Fe-tholeiitic magma was literally torn apart and quench-fragmented. Some of the resulting basalt tuff “hyaloclastite” was transported as high particle concentration mass flows and deposited within a linear graben in the underlying flat, komatiitic lava plain. In addition subaqueous pyroclastic tuff deposits may also have formed within a steam carapace to allow a slow cooling and the development of the globular interlocking tuffaceous pea sized particles.

Thin, discontinuous deposits of argillite and chert signify breaks in hyaloclastite deposition dominated by fine suspension sedimentation and hydrothermal discharge (chert, sulphides). Clasts of these sediments within the hyaloclastite probably represent rip-ups from underlying sediments that were completely removed during emplacement of subsequent mass flows. The occurrence of massive sulphide clasts indicates that hydrothermal discharge and sulphide deposition occurred during breaks in hyaloclastite deposition, although the majority of the sulphide may have precipitated below the seafloor within the hyaloclastite.

The Center Hill ultramafic to mafic layered igneous complex, a part of the Munro Sill complex, has intruded late into the volcanic pile southeast of the Potter mine.


LEGEND
PROTEROZOIC
Olivine - Quartz Diabase Dyke (Abitibi 1.14 Ma - Preissac 2.15 Ma)
ARCHEAN
Quartz Diabase Dyke (Matachewan 2.45 Ma)
CALC - ALKALIC INTRUSIVE
Quartz Diorite - Diorite
MAFIC TO INTERMEDIATE INTRUSIVE
Gabbro
ULTRAMAFIC INTRUSIVE
Peridotite
LAYERED INTRUSIVE SILLS
Peridotite to Gabbro
INTERFLOW SEDIMENTS
Siliceous Sediments, and Carbonaceous Argillite
Mudstone Sediments
HYALOCLASTITE MINE SEQUENCE
Fe Tholeiite Fragmentals and Related High Level Sills and Dykes; Massive and Disseminated Sulphides
Po-Cpy-ZnS + (Co-Ag-Au)
KOMATIITIC VOLCANIC SEQUENCE
Peridotite-Pyroxenite-Basalt Layered Flow Sequence
Knobby Oikocrystic Peridotite to Olivine Spinifex Flows, Massive, Polysutured, and Flow Breccia
THOLEIITIC VOLCANIC SEQUENCE
Mg - Rich to Fe - Rich Tholeiite Basalt Flows, Massive, Pillowed, Amygdular, Variolitic, and Related Fragmentals
Magnetic High Contour Core
Total Intensity greater than 60 000 gamma
Magnetic High Contour
Total Intensity greater than 59 500 gammas
Magnetic Low Contour
Total Intensity less than 59 000 gammas
SYMBOLS
Pillow Top Facing, Strata Top Facing
Plunge Direction of Lineations Along Faults and Indicated Downthrown Side of Fault
Syn-, Anticlinal Axes
Sulphides and/or Pits
DAVE GAMBLE GEOSERVICES INC
MILLSTREAM MINES LTD
POTTER MINE EXPLORATION PROJECT
REGIONAL GEOLOGY
PART OF MUNRO TOWNSHIP
Date: April, 2000; May 2008
NTS: 42A
FIG. 3
Scale: Scale Bar
Drawn Ref: geopot00.cdr
MILLIGAN TOWNSHIP
McCOOL TOWNSHIP
WARDEN TOWNSHIP
MUNRO TOWNSHIP
COULSON TOWNSHIP
BEATTY TOWNSHIP
N
WESTERN EDGE OF SAND PLAIN MUNRO ESKER
MUNRO LAKE SILL
WARDEN HILL FAULT
McCOOL HILL SYNCLINE
CENTRE HILL FAULT
CENTRE HILL
MILLSTREAM MINES PROPERTY BOUNDARY
POTTER MINE
Cu, Zn, Co, Ag, Au
HEDMAN MINE
MAG HIGH
MAG LOW
Munro Lake
To Highway 101 (10 km)
Scale Bar: Meters
0 500 1000 2000 5000
* Modified After Johnstone, R. M., 1982 to 1986
MILLSTREAM MINES LTD.
POTTER MINE EXPLORATION PROJECT
MUNRO TOWNSHIP
NORTHEASTERN, ONTARIO
ONTARIO
TORONTO
LOCATION MAP


LEGEND
PROTEROZOIC
Olivine - Quartz Diabase Dyke (Abitibi 1.14 Ma - Preissac 2.15 Ma)
ARCHEAN
Quartz Diabase Dyke (Matachewan 2.45 Ma)
CALC - ALKALIC INTRUSIVE
Quartz Diorite - Diorite
MAFIC TO INTERMEDIATE INTRUSIVE
Gabbro
ULTRAMAFIC INTRUSIVE
Peridotite
LAYERED INTRUSIVE SILLS
Peridotite to Gabbro
INTERFLOW SEDIMENTS
Siliceous Sediments, and Carbonaceous Argillite Mudstone Sediments
HYALOCLASTITE MINE SEQUENCE
Fe Tholeiite Basalt Hyaloclastite Fragmentals and Related High Level Basalt Sills and Dykes; Massive Sulphides and Disseminated Replacement Sulphides Po-Cpy-ZnS
HYALOCLASTITE MINE SEQUENCE - BRECCIA
Fe Tholeiite Basalt Spatter Breccia and Hyaloclastite Fissure Vent Proximal Facies - Rampart Deposit
KOMATIITIC VOLCANIC SEQUENCE
Peridotite - Pyroxenite - Basalt Layered Flow Sequence Knobby Oikocrystic Peridotite to Olivine Spinifex Textured Flows, Massive, Polysutured, and Flow Breccia
THOLEIITIC VOLCANIC SEQUENCE
Mg - Rich to Fe - Rich Tholeiite Basalt Flows, Massive, Pillowed, Amygdular, Variolitic, and Related Fragmentals
MASSIVE SULPHIDES
Po-Cpy-ZnS + (Co-Ag-Au)
DISSEMINATED SULPHIDES
Po-Cpy-ZnS + (Co-Ag-Au)
MINERALIZED MINE SEQUENCE
N
LOT 7
LOT 6
LOT 5
SYNVOLCANIC GRABEN -DEPOSITIONAL BASIN THOLEITIC BASALT HYALOCLASTITE HYDROTHERMAL VENT AREA SUB SEA FLOOR REPLACEMENT SULPHIDES AND SEA FLOOR MASSIVE SULPHIDES
THOLEITIC FISSURE VENT VOLCANIC CENTRE PROXIMAL FACIES SPATTER - BRECCIA RAMPART DEPOSIT
POTTER ANTIFORM
UPPER KOMATIITIC ULTRAMAFIC FLOW SEQUENCE
CENTRE HILL LAYERED IGNEOUS COMPLEX
Pond
Scale 1:5000
SYMBOLS
Millstream Drill Holes 1996 - 1999
Pre - 1951 Drill Holes
Pillow Top Facing, Strata Top Facing
Synclinal Axis
Sulphide Surface Showing
Source of Data:
1) Gamble, D., 1998, 1999 (field work).
Modified From Sources:
1) Johnstone, R. M., 1982-1986 O.G.S. OF 159, 159, 160.
2) Theriault, R. D., and Fowler, A. D., 1996, Lithos 39.
MILLSTREAM MINES LTD. POTTER MINE EXPLORATION PROJECT MUNRO TOWNSHIP NORTHEASTERN, ONTARIO
ONTARIO
LOCATION MAP
DAVE GAMBLE GEOSERVICES INC.
78 First Street, Kirkland Lake, Ontario P2N1N3
Tel 705-567-4381 Fax 705-567-3801
MILLSTREAM MINES LTD.
POTTER MINE EXPLORATION PROJECT
GEOLOGY
PART OF MUNRO TOWNSHIP
Date: April, 2000
NTS: 42A
FIG 4
Scale: Scale Bar
Drawn Ref: potterl.cdr

10.0 Deposit Types

The Potter mine mineralization is a Volcanogenic Massive Sulphide (VMS) deposit type predominantly hosted within tholeiitic basalt distal facies tuff to tuff breccia (hyaloclastite) and interpreted to be localized within a primary graben or basin structure.

The massive Cu-Zn-Co-Ag VMS mineralization at the former Potter mine, as well as sulphide mineralization encountered during Millstream Mines Ltd drilling programs are hosted within tholeiitic basalt “hyaloclastite” of the Middle unit. The middle tholeiitic unit consisting of transported mass flow and pyroclastic basaltic hyaloclastite tuff- breccias also host thin carbonaceous to argillaceous sedimentary horizons with accompanying massive sulphides, that all have been intruded by high level, synvolcanic and comagmatic basaltic sills and dikes. This assemblage is interpreted to have in filled and occupied a primary volcanic subsidence structure - a primary topographic depression or graben - that immediately flanks the western side of a tholeiitic eruptive centre (fissure vent), which was all deposited upon a lower komatiitic lava plain. The upper komatiitic flow sequence unit was then deposited to overlie and preserve the entire mine hosting sequence.

The Potter VMS deposit is located within a seemingly unique geologic environment characterized by basaltic and ultramafic komatiitic volcanic rocks that have many features common to other VMS deposits. Features such as, location within or proximal to a volcanic vent area, pronounced structural control, sulphide precipitation at and/or below the sea floor, zone refining, and alteration of footwall rocks are common at the Potter mine. The alteration in the tholeiitic basalt tuff hyaloclastite and volcaniclastic tuff-breccia succession at the Potter Mine appears to largely be semi conformable and restricted to areas proximal to or within the massive and semi-massive sulphides. More data (lithogeochemical and further drill holes) is required since a “discordant core” to the alteration has not yet been intersected which suggests that the existing sulphides and alteration are, perhaps, located on the fringe of a larger system. At the Potter Mine chalcopyrite appears to replace earlier formed pyrrhotite and sphalerite mineralization although detailed petrographic work and a comprehensive metal zoning study are required to prove this and ultimately to develop vectors to ore.

11.0 Mineralization

Two types of base metal sulphide mineralization occur at the Potter mine.
The sulphide mineralization is predominantly pyrrhotite, with lesser amounts of chalcopyrite and sphalerite, and are found to occur as 1) as seafloor massive sulphide lenses associated with carbonaceous argillite on the sea floor; and
2) as semi-massive to massive sub seafloor replacement deposits that formed in a sub seafloor environment within the hyaloclastite.

The seafloor sulphide consists of massive sulphide lenses that are devoid of hyaloclastite, range from a few decimeters to meters thick, and contain more metal than hyaloclastite hosted, sub seafloor mineralization. The sulphide lenses are commonly associated with argillaceous or carbonaceous mudstone and are interpreted to have formed by exhalative activity on the sea floor during hiatuses in hyaloclastite marked by the deposition of argillaceous sediment.

The sub seafloor sulphide consists of disseminated and semi-massive sulphide mineralization (10-80% sulphides) within the matrix of hyaloclastite. Mineralization ranges from disseminated sulphide, often replacing earlier carbonate cement, to semi-massive sulphide where black, chloritized, wispy hyaloclastite shards occur within a massive sulphide matrix. The delicate wispy nature of chloritized hyaloclastite shards within sulphide is not a primary feature but a product of sulphide replacement along shard margins and perlitic cracks. Although textural and field evidence is limited to a few cross cutting relationships it is tentatively interpreted that early-formed pyrrhotite and sphalerite were replaced by chalcopyrite. This paragenetic sequence is typical of many volcanic-associated massive sulphide deposits, and by analogy, may reflect original temperature gradients and sequential replacement during formation of the sulphide lenses where an early “lower temperature” pyrrhotite/sphalerite mineralization was progressively replaced by ”higher temperature” chalcopyrite.

Thus, the hyaloclastite acted as a trap for sulphide mineralization. The semi-massive sulphide lenses are interpreted to have grown below the seafloor by the precipitation of sulphides within the permeable hyaloclastite matrix and by replacement of the matrix and, to some extent, the hyaloclastite shards. Sub seafloor replacement is a mechanism common, but not restricted to, the formation of many large volcanic-associated massive sulphide deposits.

The stacked multi-lens nature of the sulphide mineralization suggests a relatively long-lived hydrothermal event was active throughout deposition of the hyaloclastite. Alteration consists of palagonitization, carbonitization, silicification, and chloritization. The semi-massive replacement sulphides, and the massive sulphide lenses, are enveloped by semi-conformable black chlorite alteration that is characterized by depletion in SiO_2, Na_2O, CaO, and MgO and an enrichment of Fe_2O_3 and base metals. The mineralization and alteration encountered to date is largely strata bound and may represent the fringe of a larger hydrothermal system located down plunge, within the inferred subsidence structure, indicating that the potential for further discovery of additional sulphide lenses is high.

12.0 Exploration

Millstream Mines Ltd conducted an exploration program during the period December 01, 2006 through to May 21, 2008 on Potter mine property in Munro Township, Larder Lake Mining Division. The coauthors managed and supervised the exploration program and supervised all on site field exploration activities. The role of the coauthors and qualified persons for the project, were to develop, carry out, monitor and interpret all data including geophysical, geochemical, and geological, and diamond drilling conducted on the property during this exploration program. In addition all diamond drill holes were logged and interpreted by A. P. David Gamble coauthor during the course of the field exploration program. The exploration program consisted of the completion of the following program items;

Geophysical Surveys conducted by Insight Geophysics Inc:
1. Hole to Hole: Down Hole Electrical Continuity Surveys, Sept-Oct 2007;
The objective of this survey was to determine the hole to hole electrical continuity of the zones of mineralization.
2. Down hole TEM Surveys (DHTEM) on 7 drill holes.
The objective of this survey is to identify the location of any off hole conductor.

Exploration Diamond Drill Program:
A program of 33 exploration diamond drill hole totaling 20,453 meters was conducted during the period from December 14, 2006 through to January 09, 2008. Logging, saw cut sampling of mineralized intersections and assaying of all diamond drill holes was conducted.

13.0 Drilling

A diamond drill program was completed on the Potter mine property with 33 holes totaling 20,453 meters drilled during the period from December 14, 2006 through to January 09, 2008, see following Diamond Drill Hole Summary Table.

All the diamond drilling was carried out under two diamond drill contracts with Benoit Diamond Drilling Ltd out Val d’Or, Quebec who completed 13,142 meters on NQ core for deeper holes, and by Ronkor Drilling out of Sudbury, Ontario who completed 7305 meters for the shorter holes.

The purpose of exploration drill program was carried out to gain additional information necessary to aid in the geological setting interpretation and also to develop a resource estimate with the closer spaced hole pattern. This drill program resulted in a number of significant copper-zinc mineralized sections being intersected as well as numerous holes drilled in the mine area returned multiple intersections of sulphide mineralization.

Drill holes drilled from 1996-2000 are reported in the report titled “Geologic Report MLSM-1, dated December 03, 2003” filed on SEDAR.

To date, a total of seventy-one (71) diamond drill holes totaling 37,647 meters have been drilled during the period July 3, 1996 through to January 14, 2008 on the Potter Project property of which a total of forty-six (46) diamond drill holes including wedged holes have been drilled specifically for exploration in the Potter mine area. Twenty-five (25) diamond drill holes have been drilled on exploration targets elsewhere on the property away from the immediate Potter mine area. All diamond drill core is stored on the Potter property in the core farm storage area and all significant mineralized intersections are stored in the locked core logging facility.

All drill holes were logged with all collar information, drill hole directional surveys, geology, and assay data sample intervals entered into a digital database.

All drill holes that have intersected potentially economic mineralization have been incorporated into the current resource estimate tables reported in Section 19 of this report, see Tables 1/1A, 2/2A, 3/3A, 4/4A, 5/5A, 6/6A, 7/7A. The true thickness with the corresponding weighted average grades for copper in wt %, zinc in wt %, cobalt in ppm, silver in ppm, and gold in ppb are reported in these tables for each significant drill hole intersection used in this indicated and inferred resource estimation.

DDH LOCATION COMPILATION										
utm nad 83 Zone 17										
Hole No	Grid W	Grid S	Elev	Az	Dip	UTM_E	UTM_N	Final EOH (m)	Size	Claim #
S-06-01	1585	573	319.9	355.5	-60.0	557946	5382997	**563**	NQ/BQ	L 53955
S-07-01	1585	573	319.9	355.5	-63.5	557946	5382997	**578**	NQ	L 53955
S-07-02	1585	573	319.9	0.5	-62.0	557946	5382997	647	NQ	L 53955
S-07-03	1585	573	319.9	0.5	-65.5	557946	5382997	800	BQ	L 53955
S-07-04	1585	573	319.9	346.5	-63.0	557946	5382997	775	BQ	L 53955
S-07-05	1567	225	310.5	180.0	-58.0	557955	5383352	330	NQ	L 53954
S-07-06	1610	630	315	355.5	-56.0	557923	5382942	798	NQ	L 53956
S-07-07	1610	630	315	355.5	-61.5	557923	5382942	882	NQ	L 53956
S-07-08	1610	630	315	0.5	-58.5	557923	5382942	851	NQ	L 53956
S-07-09	1610	630	315	0.5	-56.0	557923	5382942	773	NQ	L 53956
S-07-10	1610	630	315	0.5	-61.5	557923	5382942	758	NQ	L 53956
S-07-11	1610	630	315	5.5	-58.0	557923	5382942	750	NQ	L 53956
S-07-12	1610	630	315	5.5	-56.0	557923	5382942	523	NQ	L 53956
S-07-13	1610	630	315	5.5	-60.4	557923	5382942	607	NQ	L 53956
S-07-14	1610	630	315	350	-56.4	557923	5382942	849	NQ	L 53956
S-07-15	1610	630	315	350	-58.4	557923	5382941	839	NQ	L 53956
S-07-16	1090	890	334	180	-45	558438	5382700	158	BQ	L 53953
S-07-17	1050	695	339	180	-45	558480	5382890	500	BQ	L 53952
S-07-18	1163	775	336	180	-45	558382	5382808	289	BQ	L 53952
S-07-19	1610	630	315	350	-61.3	557923	5382941	817	NQ	L 53956
S-07-20	975	300	317	180	-60	558550	5383290	500	BQ	L 53951
S-07-21	825	300	318	180	-65	558697	5383288	597	BQ	L 53951
S-07-22	1688	625	309	350	-58.5	557845	5382948	870	NQ	L 53956
S-07-23	1050	300	317	180	-54	558474	5383286	505	BQ	L 53951
S-07-24	1688	625	309	350	-56	557845	5382948	780	NQ	L 53956
S-07-25	1125	300	316	180	-54	558402	5383284	350	BQ	L 53951
S-07-26	1725	575	308	355	-56.6	557806	5382996	852	NQ	L 53956
S-07-27	1238	350	316	180	-64	558285	5383230	302	BQ	L 53954
S-07-28	1313	275	316	180	-55	558210	5383306	119	BQ	L 53954
S-07-29	1313	275	316	180	-65	558210	5383306	418	BQ	L 53954
S-07-30	1725	575	308	355	-58.5	557806	5382996	639	NQ	L 53956
S-07-31	1725	575	308	0	-56.4	557806	5382996	684	NQ	L 53956
S-07-32	1725	575	308	5	-56.0	557806	5382996	750	NQ	L 53956
							Total	20453		

Diamond Drill Hole Summary Table (Dec 2006-Jan 2008)

14.0 Sample Method and Approach

During the exploration diamond drill program on the Potter property during the period from Dec14, 2006 through to January 09, 2008 the drill core was delivered twice daily by the diamond drill crews at shift change to the secure core logging facility on the Potter mine site. The following procedures were followed for the handling and sampling of all drill core from the Millstream Mines Ltd Potter project drilling program.

1) Verify meterages and meterage blocks between drill runs and label all core boxes immediately when received from the drill.

2) Align core on a continuous basis in the core boxes to preserve measurable fabric and contacts after halving by diamond saw cutting.
3) Delineate and inscribe an actual cut line with red wax crayon for sampling purposes.
4) Establish carefully measured intervals for sampling and mark them directly on the core.
5) Numbered sample tickets with sampled intervals are small poly bagged and are then stapled at the beginning of each sample interval, and recorded on a master sample data sheet.
6) Corresponding sample tear off ticket is placed in poly sample bags. All poly sample bags are new and are also numbered by felt pen with number from the ticket, to assure ticket, bag, and interval are the same for each appropriate sample.
7) The third tear off sample ticket is preserved in the sample ticket book.
8) Sample intervals are carefully cut by a diamond core saw. One half of the core is preserved in the core box as a permanent archived record, and the corresponding other half core for each respective sample interval is placed in the appropriate numbered sample bag. The poly sample bag is immediately sealed with staples after each cut interval is completed.
9) All sample intervals, in their individual sample bags, are then placed in large farine bags and sealed with poly security cable tie. Each farine bag is labeled with the sample series contents on the outside of the bag with permanent felt marker ink
10) All drill core and all cut and bagged samples are kept in a locked and secured logging and splitting facility until time of shipping directly to the lab.
11) All sample batches were directly delivered to Swastika Laboratories Ltd, a commercial assaying laboratory for copper, zinc, cobalt, silver, and gold assaying for the purpose of the Potter project. The samples were personally delivered by A. P. David Gamble, P.Geo, consulting geologist, and project manager and Qualified Person on the Potter project for Millstream Mines Ltd. All batches of samples are transported by pick up truck and delivered to Swastika Laboratories Ltd in Swastika, Ontario with accompanying sample shipment notice documentation. All samples are received by Swastika Laboratories Ltd personnel and immediately placed within their facility. At no time are samples left unattended outside.
13) All Swastika Laboratories Ltd assay reports and certificates are reported directly to Millstream Mines Ltd. Copies of all assay reports and certificates are also sent to A. P. David Gamble, P. Geo. consulting geologist.
15) All sample rejects and sample pulps for all assayed samples are presently stored at Potter mine within a locked and secure heavy metal 20 ft long shipping container.
16) The Potter mine site is on private property and access is gained through a locked gate.

15.0 Sample Preparation, Analysis, and Security

All of the Millstream Mines Ltd Potter Project core samples were split in half using a diamond saw, sealed in secure packaging, and personally delivered to Swastika Laboratories by A. P. David Gamble, P. Geo and Qualified Person. A total of 2146 split core samples were submitted to Swastika Laboratories Ltd for assaying for copper, zinc, cobalt, silver and gold.

The samples underwent Version BMA-G1 Geochemical Analysis of Base Metals using atomic absorption spectrometry techniques for ppm analyses for copper, zinc, cobalt, and silver. For high analyses greater than 10,000 ppm copper and greater than 10,000 ppm zinc the samples were submitted to Version BMA-1 Base Metal Assay Procedures using atomic absorption spectrometry techniques for % analyses for both copper and zinc. For high analyses greater than 60 ppm silver the samples are submitted to Version AGA-1 Silver Assay Procedures using atomic absorption spectrometry techniques. An analytical run for copper, zinc, cobalt, and silver consists of 30 samples, 3 repeats, a blank, and a control standard. In addition 10 % of all samples are re-assayed as part of the internal quality control procedures, and repeat assays are conducted when anomalous values are encountered. The samples underwent Version FA-1 Sample Preparation and Assay Procedures for sample and flux weighing and fire assay furnace procedures followed by Version GA-1 Gold Assay Procedures using atomic absorption spectrometry techniques. As part of the internal quality control procedure 10 % of all are re-assayed. All of Millstream Mines Ltd samples results for copper and zinc were converted to weight % copper and weight % zinc. Cobalt and silver are reported in ppm, and gold is reported in ppb.

16.0 Data Verification

The coauthors have been in constant management and on site supervision, and reporting on activities of all the exploration programs on the Potter Project since July 1996 through to May 21, 2008.

Laboratory Credentials:
Swastika Laboratories Ltd (ISO 9001:2000 Registered) is a Custom Assay Laboratory located in Swastika Ontario that has provided analysis to the mining and exploration industry since 1928 holds a Certificate of Successful Participation in Proficiency Tests accredited by the Standards Council of Canada dated August 7, 2007 (a proficiency testing program for mineral analysis laboratories) and has been assessed satisfactory for copper, zinc, cobalt, silver, and gold analysis as required for the Potter Project as well as for other elements.

Database verification procedures have consistently been applied during the process of data entry. Verification procedures on the digital database have been applied when applicable in the Datamine Studio 2 and Datamine Downhole

Explorer software programs. All calculations for the resource estimates, weighted averages, and totals have been computer generated using Microsoft Excel. Weighted averages and true thickness calculations of all the drill hole intersections have also been computer generated using the compositor tool in Datamine’s Downhole Explorer software program.

17.0 Adjacent Properties

Copper and zinc rich massive sulphide mineralization was first discovered in 1926 by prospectors in Munro Township. The following information obtained from MNDM Open File Report No. 5735 “Mineral Occurrences, Deposits, Mines of the Black River Matheson Area” outlines the exploration history of the Potter Mine area.

The nearest property to the Potter Mine is nearby Potterdoal Mine and base metal prospect area located 2.4 km north of Millstream Mines Ltd. Potter Mine Property.

Potterdoal Mine:
The Potterdoal Mine and base metal prospect has been explored since discovery in 1926. Historical production statistics, non NI 43-101 compliant, as reported in MNDM Open File Report No 5735 is as follows (quoted in italics);
In 1927, a 28 ton sulfide mineralization bulk sample was analyzed and is reported (Sutherland et al. 1928) to have averaged 15.22% of copper, 4.15% of zinc, 2.70 ounce of silver per ton, and 0.045 ounces of gold per ton. In 1929, 5 Ontario properties (of which the Potterdoal was one) provided 663.77 tons of material to the smelter at Noranda, Quebec. This (bulk) shipment is reported to have averaged 12 ounces of gold (an average grade of 0.018 ounce of gold per ton), 659 ounces of silver (an average grade of 0.993 ounce per ton), and 113,593 pounds of copper (an average grade of 8.55% of copper). Additional high grade material from the Potterdoal deposit was shipped to the Noranda smelter late in 1929 (Rogers and Young 1930). In 1930, from 1,913.14 tons of shipped material, 18,371 pounds of copper(an average grade of 0.029 ounce of gold per ton) were recovered (Rogers and Young 1931).

18.0 Mineral Processing and Metallurgical Testing

There has been no metallurgical testing on the current mineralized indicated and inferred resources of the seven reported zones.

19.0 Mineral Resource and Mineral Reserve Estimates

The exploration model used for the definition of ore grade mineralization at the Potter mine is based on the number of major litho-stratigraphic controlling factors.

The Potter mine mineralization is predominantly hosted within the middle tholeiitic basalt unit. This relationship represents a strong litho-stratigraphic control for the location of mineralization.

The tholeiitic basalt volcaniclastic breccia that occurs immediately east of the mine area is proximal facies fissure-type vent breccia, and has the characteristics of a spatter rampart type volcanic accumulation. Along strike to the west towards the mine and mineralization area there is a rapid facies change from vent proximal basalt breccia progressing to vent medial basalt tuff-breccia, and finally progressing into vent distal basalt tuff hyaloclastite. This rapid facies change signifies a paleoenvironment transition from a vent area where volcanic discharge of coarse basalt breccia took place, to a primary paleotopographic depression/ basin structure or graben structural where finer distal basalt tuff mass flow deposits and basalt pyroclastic tuff and hyaloclastite deposits have accumulated.

This middle tholeiitic unit consisting of the transported basalt tuff mass flow deposits and pyroclastic basalt tuffs, also host thinly bedded carbonaceous mudstone to black graphitic argillaceous mudstone as thin intercalated sedimentary horizons. The massive suphide mineralization is commonly intimately associated with the carbonaceous mudstone units.

Two types of base metal sulphide mineralization occur at the Potter Mine. The sulphide mineralization occurs as seafloor massive sulphide lenses associated with carbonaceous argillite on the sea floor, and as massive to semi-massive sub seafloor replacement deposits that formed in a sub seafloor environment within the basalt tuff hyaloclastite unit.

The stacked multi-lens nature of the sulphide mineralization suggests a relatively long-lived hydrothermal event was active in the basin structure (or graben) throughout the deposition of the basalt tuff hyaloclastite units of the middle tholeiitic assemblage.

The spatial relationship of the carbonaceous mudstone strata with the sulphide mineralization has served as a useful marker horizon tool for seafloor massive sulphides. Several of these marker horizons are continuous and display good vertical and along strike continuity for the purposes of geological modeling. They represent interpreted horizontal hiatuses or levels with respect to the stacking of paleosurfaces during the time of massive sulphide deposition that occurred through exhalative activity on the sea floor.

The sub seafloor mineralization occurs as disseminated to semi-massive sulphides (10-80 % sulphides) within the matrix of the basalt tuff hyaloclastite. The mineralization ranges from disseminated sulphide exhibiting replacement of earlier formed carbonate matrix cement, to semi-massive sulphide were black intensely chloritized wispy hyaloclastite remnant shards occur within a massive sulphide matrix. The basalt tuff hyaloclastite has acted as a trap for sulphide mineralization. The semi-massive sulphide lenses are interpreted to have grown below the sea floor by the precipitation of sulphides within the permeable hyaloclastite matrix, and by partial to complete replacement of the matrix and hyaloclastite shards. The litho-stratigraphic control for the location of the sub seafloor style of mineralization is well defined by the strong spatial relationship with the middle tholeiitic basalt tuff hyaloclastite sequence only. However the reasons for the present geometrical location of the sub seafloor mineralization has not been adequately established, and in this regard ongoing alteration studies on the distribution of the Fe chlorite alteration may greatly aid in this interpretation.

Attitude

The Potter Mine area as a result of the current drilling program has turned out to host multiple stacked massive sulphide zones. The sulphide zones are generally conformable to sub-conformable to the general litho-stratigraphy and 7 significant zones of mineralization have been 3D modeled using Datamine Studio 2.

Initially all data bases were carefully verified upon bringing into Datamine Studio 2. All drill holes with pertinent information as to collar (x, y, z,) coordinate location data, directional survey data, geology data, and assay data were loaded into Datamine Studio 2 software program. Verification methods as a further check on the digital database have been applied when applicable in the Datamine Studio 2 software program.

Utilizing historical underground mine plans the strike and dip of the mined massive sulphide zones on the 8th level (the 8.4 stope) closely approximates an azimuth of 105 degrees with a near vertical – 90 degree dip. Diamond drill hole S06-01 encountered the 8th level 8-4 drift and continued into the floor and intersected the 8-4 massive sulphide zone below the drift floor. This break through hole turned out to be a very useful starting point to develop the 3D mineralization model that initially started with the downward continuation of the historical mined zone, now named as the A zone.

Vertical drill sections were developed on a 015 degrees azimuth, normal to the strike of the 8th level mineralization that is 105 degrees. A series of vertical section views were developed at 25 meter vertical section spacings (with 12.5m far and near clippings) and strings were developed by wire framing (linking) the A zone mineralized drill hole intersections vertically on each vertical drill section.

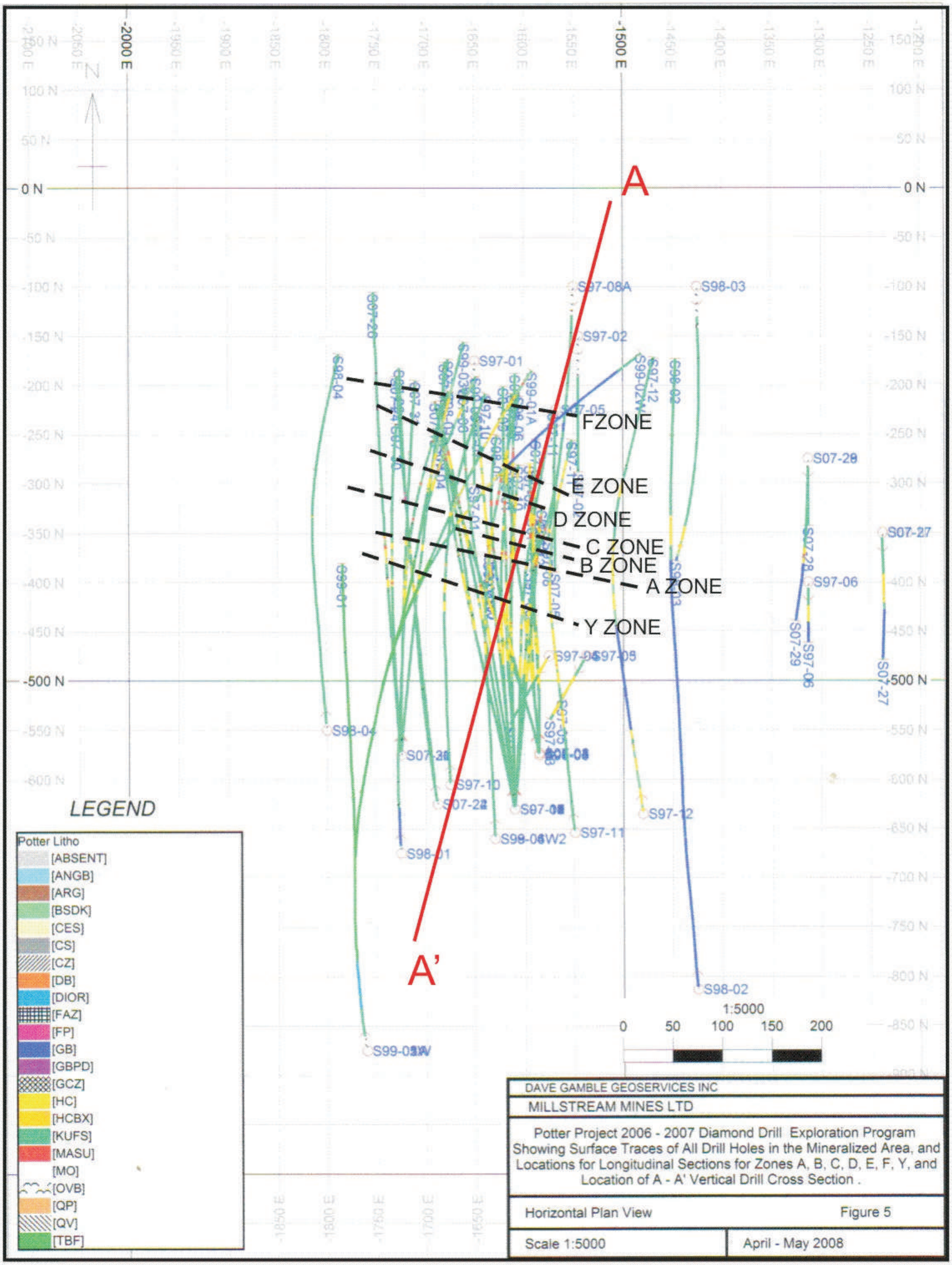
This process using Datamine Studio 2 design window for string development and the 3D visualizer window proved to be the most useful and exact method to develop and visualize the A zone in 3D space. This process was carried out throughout the entire drill coverage area in the mine area with the result of 7 zones being defined with significant mineralization and now labeled as the A, B, C, D, E, F, and Y zones. Horizontal level plan views were also wire framed at 25 meter level spacings (12.5m far and near clippings) throughout the entire drill hole coverage area within the mine area, starting from + 125 meters above sea level and extending to the – 675 meters below sea level. All seven zones of significant mineralization were wire framed in the horizontal view orientation. Both vertical and horizontal views of the seven zones of mineralization showed excellent continuity both vertically and horizontally.

See Figure 5, Mineralized Area Plan View showing diamond drill hole surface traces, geology, location of vertical longitudinal section planes for each zone, and the location of the vertical cross section A-A'. Also see, Figure 6, Vertical Drill Cross Section, (a type section # 6 of 11) showing geology, drill holes, location of mineralized zones/longitudinal section planes.

The zones are identified from south to north as the Y Zone, the A Zone (down dip continuation of the Potter mined zone), the B Zone, the C Zone, the D Zone, the E Zone, and the F zone. All seven (7) zones currently occur within the mine area along a strike length of approximately 250 meters, lie within a horizontal across strike (stratigrahic) thickness of approximately 225 meters, and extend for a vertical distance of 725 meters from +50 meters above sea level down to -675 meters below sea level.

The following list shows the meaning of the abbreviations used for all rock types on the following plan and section on the Potter Lithological Legend.

ABSENT	spare legend block	ANGB	anorthositic gabbro
ARG	argillite	BSDK	basalt dykes
CES	cherty exhalative sediments with fine sulphide lamellae		
CS	fine siliclastic sediments		
CZ	grey carbonate alteration		
DB	diabase dyke	DIOR	diorite
FAZ	fault zone	FP	feldspar porphyry
GB	gabbro		
GBPD	gabbro peridotite		
GCZ	green carbonate zone		
HC	basalt hyaloclastite tholeiitic.		
HCBX	basalt volcanoclastic breccia tholeiitic		
KUFS	komatiitic ultramafic flow sequence		
MASU	massive sulphides		
MO	mine opening	OVB	overburden
QP	quartz porphyry	QV	quartz vein
TBF	basalt flow tholeiitic		


-2000 E
-1500 E
0 N
-500 N
A
A'
FZONE
E ZONE
D ZONE
C ZONE
B ZONE
A ZONE
Y ZONE
S97-08A
S98-03
S97-02
S97-01
S97-05
S07-20
S98-04
S99-01
S07-29
S07-27
S97-06
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S97-12
S97-11
S97-10
S98-01
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LEGEND
Potter Litho
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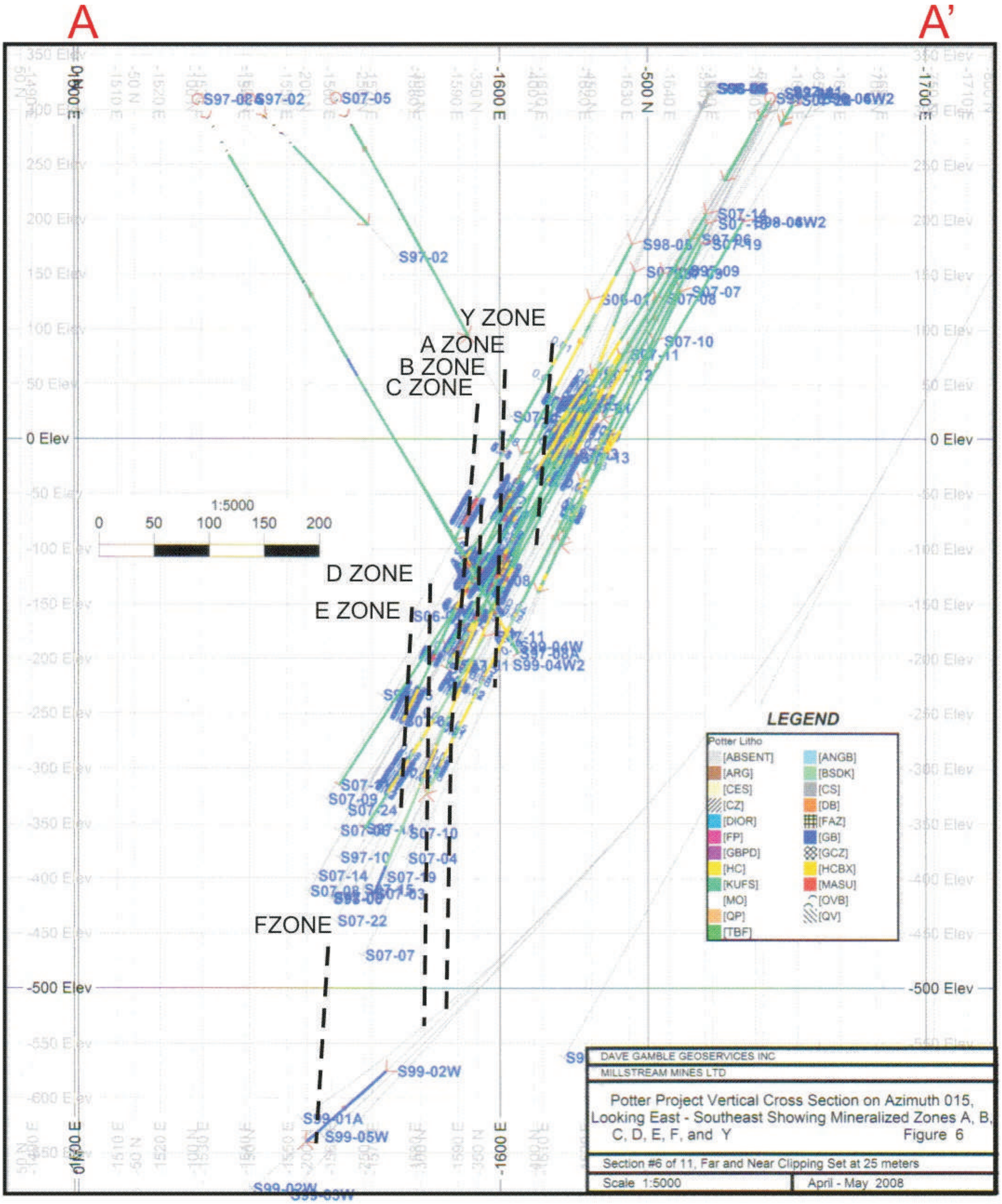
[MO]
[OVB]
[QP]
[QV]
[TBF]
DAVE GAMBLE GEOSERVICES INC
MILLSTREAM MINES LTD
Potter Project 2006 - 2007 Diamond Drill Exploration Program Showing Surface Traces of All Drill Holes in the Mineralized Area, and Locations for Longitudinal Sections for Zones A, B, C, D, E, F, Y, and Location of A - A' Vertical Drill Cross Section .
Horizontal Plan View
Figure 5
Scale 1:5000
April - May 2008


A
A'
Y ZONE
A ZONE
B ZONE
C ZONE
D ZONE
E ZONE
FZONE
1:5000
0 50 100 150 200
0 Elev
-500 Elev
LEGEND
Potter Litho
[ABSENT]
[ARG]
[CES]
[CZ]
[DIOR]
[FP]
[GBPD]
[HC]
[KUFS]
[MO]
[QP]
[TBF]
[ANGB]
[BSDK]
[CS]
[DB]
[FAZ]
[GB]
[GCZ]
[HCBX]
[MASU]
[OVB]
[QV]
DAVE GAMBLE GEOSERVICES INC
MILLSTREAM MINES LTD
Potter Project Vertical Cross Section on Azimuth 015, Looking East - Southeast Showing Mineralized Zones A, B, C, D, E, F, and Y
Figure 6
Section #6 of 11, Far and Near Clipping Set at 25 meters
Scale 1:5000
April - May 2008

Method

A series of vertical cross sections and horizontal level plans were used showing the model of the 3D wire framed zones A, B, C, D, E, F, and Y zones. A series of horizontal plans were then produced with a narrow horizontal clipping for each of the mineralized zones showing all diamond drill holes that transect each of the zones. The exact azimuth orientation for each zone was then determined. All vertical longitudinal sections were then cut for each zone. Using the 'compositor tool' in Datamine Down Hole Explorer (DHEX) each mineralized drill hole intersection within each zone was automatically computer calculated for the horizontal thickness, which is the same as true thickness for -90 degree dips used for all the seven zones, and as well also automatically calculates the corresponding weighted averages for copper %, zinc %, cobalt ppm, silver ppm, and gold ppb values for each intersection utilized.

The midpoint location of each diamond drill hole intersection is determined for both mineralized and non mineralized holes in vertical section. The location of the mid-point of each intersection is then the pierce point to be utilized for the longitudinal sections. All pierce points for all hole intersections are located and plotted on the appropriate longitudinal section. Once all pierce points for each longitudinal section are located, polygons are developed using the nearest neighbour (bisection) method. For the indicated resource category polygons a maximum radius of 50 meters was applied, and for the inferred resource polygons a maximum radius of 100 meters was applied. All polygons for each zone are assigned an identification letter and number.

All the polygons were measured with a digital Planix 7 planimeter. Tab sheet databases were set up for each longitudinal section in Microsoft Excel. The polygons identification number with corresponding drill hole identification number, grades, true thickness for each intersection (defined by the pierce point), and measured area were entered into a tab sheets for each resource category for each zone. The volumes were then computed, summed up and converted to tonnage. There was no assumed gradual change in thickness from pierce point center of polygon towards the edge of each polygon.

The polygon vertical long-sections for the A, B, C, D, E, F, and Y zones are shown in Figures LS1, LS2, LS3, LS4, LS5, LS6, and LS7 respectively. The azimuths determined for each zone are 'A' zone 101.8 degrees, 'B' Zone 104.6 degrees, 'C' Zone 104.5 degrees, 'D' Zone 108.3 degrees, 'E' Zone 115.1 degrees, 'F' Zone 100.2 degrees, and 'Y' Zone 108.3 degrees. No geostatistical analysis was completed on the data. The additional parameters controlling the calculation of this resource estimate are outlined following.

Cut-Off Grade and Width

A cut off grade of 0.37% copper equivalent was initially applied and used to screen out all diamond drill hole intersections below this factor. The copper equivalency is based on a historical price relationship between copper and zinc of 1:0.42 such that copper equivalent = copper (wt%) + 0.42 zinc (wt%). A minimum of 2.0 meters true width was also applied to all resource estimates for both the indicated and inferred categories. Cobalt, silver, and gold values were not incorporated into the cut off grade criteria. All final indicated and inferred resource estimations for each zone are reported with the individual grades for copper (wt%), zinc (wt%), cobalt (ppm), silver (ppm), and gold (ppb).

True Thickness

The dip of the mineralized zones, A, B, C, D, E, F, and Y is -90 degrees or near vertical throughout. Using Datamine's Downhole Explorer software and a tool called the "compositor tool", the core lengths of the intersections used are then automatically calculated in the program to produce, a true horizontal width. The true horizontal width of each intersection equates to, and is the same as true thickness.

Survey

All drill hole collar locations are located on a cut and surveyed grid system that has been tied into UTM NAD 83 Zone 17 survey points established during the air photography survey conducted in 1999. Diamond drill collars from previous drill programs were surveyed on surface. All the drill holes within the mineralized zone used for this resource estimate either occur at common drill site setups i.e. holes S97-09 from 1997 had been previously surveyed also has 11 holes from the current drill program that occur on the same set up drill pad, (S07-06,-07,-08,-09,-10,-11,-12,-13,-14,-15,-19). These additional holes are set up on the same set up pad but as a set of fanned holes at various azimuths and dips. Similarly, hole S98-05 was previously surveyed in, also has common collar set up for a similar fan of holes, (S06-01,S07-01,-02,-03,and -04). Other holes in the current program have been measured from known proximal surveyed control points such as hole casings and surveyed hubs.

All drill holes used in this resource estimate have been located down hole using Sperry Sun Services of Canada gyroscopic directional survey instruments for continuous down hole survey readings for holes drilled in the earlier programs from 1997 to 2000. All drill holes drilled in the current drill program Dec 2006 – Jan 2008 have been down hole located at 100 m intervals (or less) using a Reflex E-Z SHOT directional borehole survey instrument.

As previously mentioned all the hole collar, x, y, z, locations, and down hole orientation survey measurements were entered as Excel database files. These files were then entered into Datamine Studio 2 for all future use.

Specific Gravity

The rock specific gravity formation historically used during past mining operations at the Potter Mine was 3.50 for the sulphide mineralization. This specific gravity value was applied to all volumes (cubic meters) for the current indicated and inferred resource estimate to convert the volumes to tonnes.

Interpretation

Based on the exploration results the resource estimation of the Potter Project seven zones (A, B, C, D, E, F, and Y Zones) are divided into two categories based on the CIM Definition Standard On Mineral Resource and Mineral Reserves prepared by the CIM Standing Committee on Reserve Definitions, November 2004. They are as follows:

“Indicated mineral resource for which quantity, grade, densities, shape and physical characteristics can be estimated with a level of confidence sufficient to allow the appropriate application of technical and economic parameters to support mine planning and appropriate evaluation of the economic viability of the deposit” This basis for this confidence is outlined in the aforementioned parameters of this report.

“Inferred mineral resource for which quantity and grade can be estimated on the basis of geological evidence and limited sampling and reasonably assumed, but not verified by geological and grade continuity.”

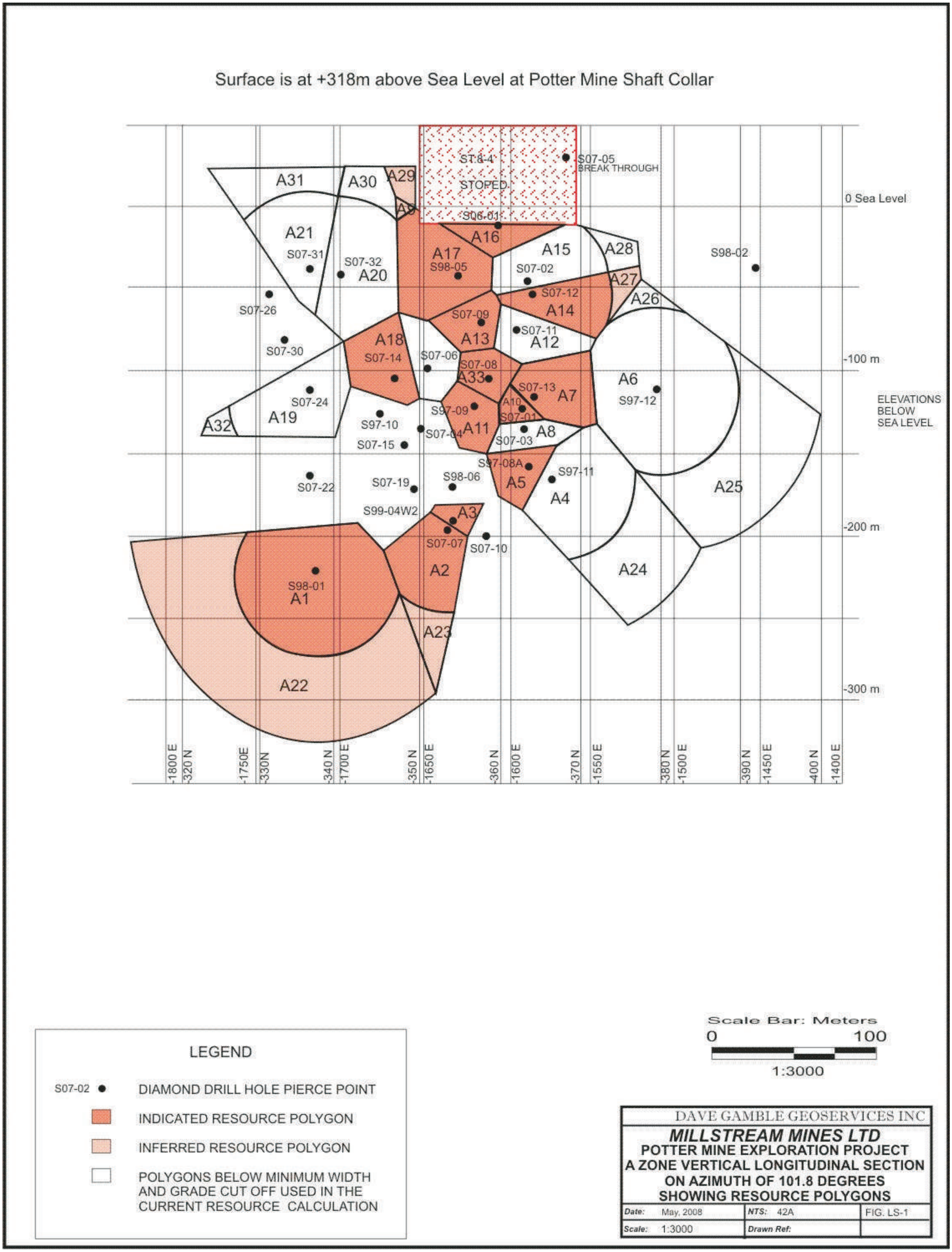
Tonnages and grades are reported based upon analysis of copper, zinc, cobalt, silver, and gold for each zone and for each resource category, see Resource Estimation Tables, Table 1 and Table 1A through to Table7 and Table 7A for indicated and inferred resource for A, B, C, D, E, F, and Y Zones respectively. These tables in conjunctions with the Longitudinal Sections LS1 through to LS7 summarize the indicated and inferred resource estimation for each zone respectively.

TABLE 1 - POTTER PROJECT: INDICATED RESOURCE ESTIMATION FOR THE "A" ZONE

50 Meter Maximum Polygon Radius			Avg. S.G.=	3.5						
DRILL HOLE	POLYGON	AREA	TRUE	VOLUME	TONNES			GRADES		
NUMBER	NUMBER	POLYGON	THICKNESS		RESOURCE	Cu	Zn	Co	Ag	Au
(#)	(#)	(m2)	(m)	(m3)	(m3 x 3.5)	%	%	ppm	ppm	ppb
98-01	A1	6,450	3.73	24,058.5	84,205	0.46	0.64	183.4	3.0	80.7
07-07	A2	2,040	8.08	16,483.2	57,691	0.71	0.02	276.3	2.1	7.1
99-04 W2	A3	340	4.76	1,618.4	5,664	0.51	0.11	133.6	2.3	12.9
97-08A	A5	938	2.57	2,410.7	8,437	0.30	0.77	140.2	4.2	45.4
07-13	A7	1,780	3.13	5,571.4	19,500	0.49	0.92	176.7	7.0	20.7
07-01	A10	340	15.57	5,293.8	18,528	1.39	1.81	290.6	17.6	125.5
97-09	A11	1,000	7.29	7,290.0	25,515	0.58	0.35	320.3	5.9	93.4
07-09	A13	1,115	8.70	9,700.5	33,952	0.23	1.72	135.4	2.3	70.7
07-12	A14	1,578	3.65	5,759.7	20,159	0.14	0.32	100.8	1.1	10.3
06-01	A16	3,383	2.15	7,273.5	25,457	6.18	5.85	1535.3	57.4	152.3
98-05	A17	2,707	2.01	5,441.1	19,044	2.40	0.23	706.2	14.8	42.3
07-14	A18	1,573	3.79	5,961.7	20,866	1.64	1.42	87.4	7.3	18.6
07-08	A33	845	2.35	1,985.8	6,950	0.72	0.34	92.3	7.7	195.8
		"A" ZONE	INDICATED	TOTALS	Tonnes	% Cu	% Zn	ppm Co	ppm Ag	ppb Au
Weighted Average Grades = ? (Tonnes x Grade) / (Total Tonnes)					345,968	1.12	1.08	323.6	8.9	63.0

TABLE 1A - POTTER PROJECT: INFERRED RESOURCE ESTIMATION FOR THE "A" ZONE

100 Meter Maximum Polygon Radius			Avg. S.G.=	3.5						
DRILL HOLE	POLYGON	AREA	TRUE	VOLUME	TONNES			GRADES		
NUMBER	NUMBER		THICKNESS		RESOURCE	Cu	Zn	Co	Ag	Au
(#)	(#)	(m2)	(m)	(m3)	(m3 x 3.5)	%	%	%	ppm	ppb
98-01	A22	10,660	3.73	39,761.8	139,166	0.46	0.64	183.4	3.0	80.7
07-07	A23	792	8.08	6,399.4	22,398	0.71	0.02	276.3	2.1	7.1
07-12	A27	333	3.65	1,215.5	4,254	0.14	0.32	100.8	1.1	10.3
06-01	A29	377	2.15	810.6	2,837	6.18	5.85	1535.3	57.4	152.3
98-05	A9	50	2.01	100.5	352	2.40	0.23	706.2	14.8	42.3
		"A" ZONE	INFERRED	TOTALS	Tonnes	% Cu	% Zn	ppm Co	ppm Ag	ppb Au
Weighted Average Grades = ? (Tonnes x Grade) / (Total Tonnes)					169,007	0.59	0.64	217.4	3.8	70.3



Surface is at +318m above Sea Level at Potter Mine Shaft Collar
ST 8-4
STOPED
S07-05
BREAK THROUGH
0 Sea Level
-100 m
-200 m
-300 m
ELEVATIONS
BELOW
SEA LEVEL
A1
A2
A3
A4
A5
A6
A7
A8
A9
A10
A11
A12
A13
A14
A15
A16
A17
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A21
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A23
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A25
A26
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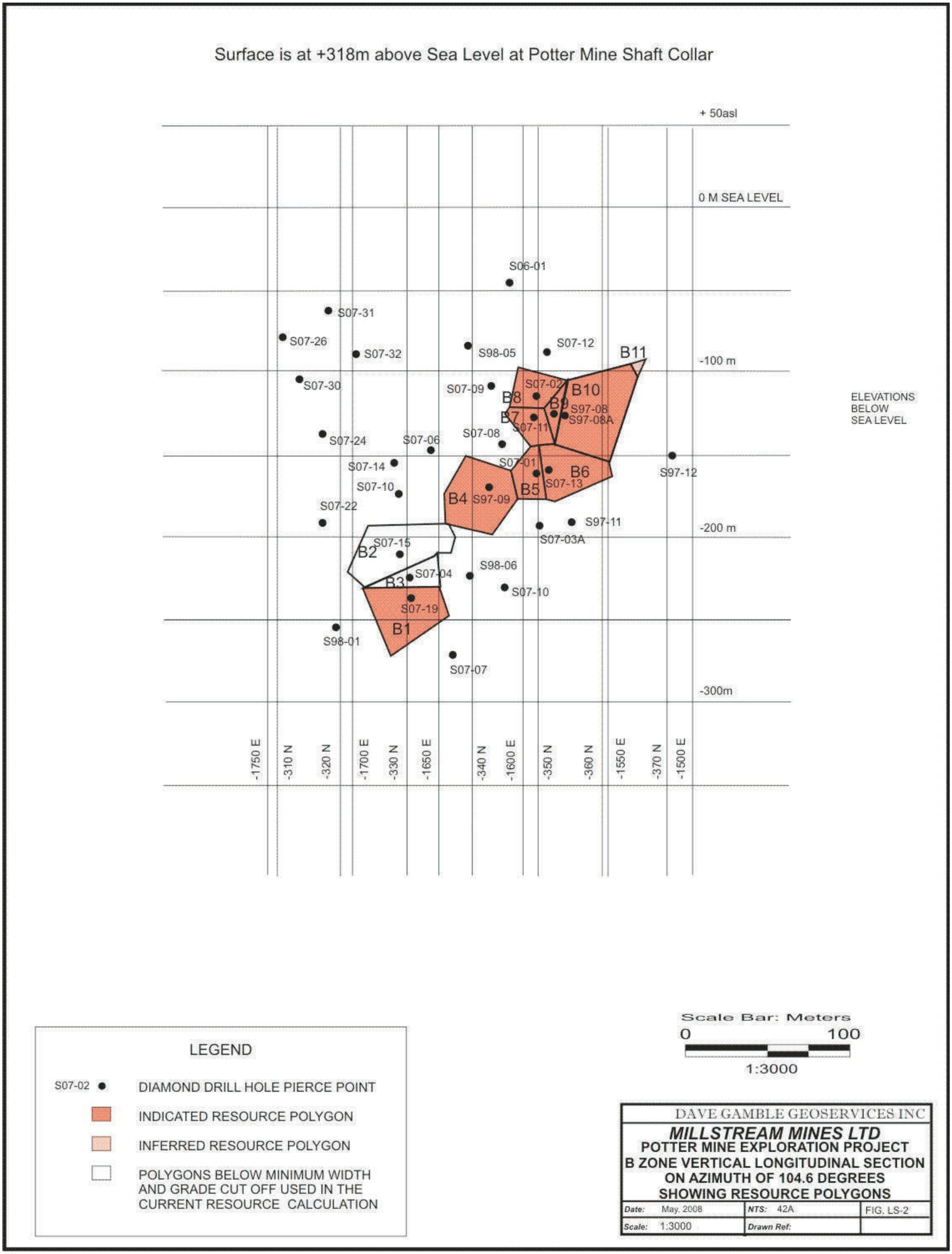
A28
A29
A30
A31
A32
A33
S06-01
S98-05
S07-02
S07-12
S98-02
S07-31
S07-32
S07-26
S07-09
S07-11
S07-30
S07-14
S07-06
S07-08
S07-13
S97-12
S07-24
S97-09
S07-01
S97-10
S07-04
S07-03
S07-15
S97-08A
S97-11
S07-22
S07-19
S98-06
S99-04W2
S07-07
S07-10
S98-01
-1800 E
320 N
-1750E
330N
340 N
-1700 E
350 N
-1650 E
360 N
-1600 E
370 N
-1550 E
380 N
-1500 E
390 N
-1450 E
400 N
-1400 E
LEGEND
S07-02
DIAMOND DRILL HOLE PIERCE POINT
INDICATED RESOURCE POLYGON
INFERRED RESOURCE POLYGON
POLYGONS BELOW MINIMUM WIDTH AND GRADE CUT OFF USED IN THE CURRENT RESOURCE CALCULATION
Scale Bar: Meters
0
100
1:3000
DAVE GAMBLE GEOSERVICES INC
MILLSTREAM MINES LTD
POTTER MINE EXPLORATION PROJECT
A ZONE VERTICAL LONGITUDINAL SECTION
ON AZIMUTH OF 101.8 DEGREES
SHOWING RESOURCE POLYGONS
Date: May, 2008
NTS: 42A
FIG. LS-1
Scale: 1:3000
Drawn Ref:

TABLE 2 - POTTER PROJECT: INDICATED RESOURCE ESTIMATION FOR THE "B" ZONE										
50 Meter Maximum Polygon Radius			Avg. S.G.=	3.5						
DRILL HOLE	POLYGON	AREA	TRUE	VOLUME	TONNES			GRADES		
NUMBER	NUMBER	POLYGON	THICKNESS		RESOURCE	Cu	Zn	Co	Ag	Au
(#)	(#)	(m2)	(m)	(m3)	(m3 x 3.5)	%	%	ppm	ppm	ppb
07-19	B1	1,320	4.82	6,362.4	22,268	0.42	0.04	121.4	2.3	2.2
97-09	B4	1,515	2.00	3,030.0	10,605	0.22	0.74	88.1	2.1	19.1
07-01	B5	497	2.01	999.0	3,496	0.49	1.66	100.8	5.6	30.2
07-13	B6	963	5.69	5,479.5	19,178	3.15	2.41	535.2	29.0	362.9
07-11	B7	433	10.25	4,438.3	15,534	3.09	0.97	674.7	27.2	135.0
07-02	B8	530	12.67	6,715.1	23,503	0.98	0.67	254.2	9.4	117.7
97-08A	B9	236	2.00	472.0	1,652	3.33	2.22	472.3	30.6	388.6
97-08	B10	1,887	2.00	3,774.0	13,209	1.53	0.33	345.2	16.5	78.3
		"B" ZONE	INDICATED	TOTALS	Tonnes	% Cu	% Zn	ppm Co	ppm Ag	ppb Au
Weighted Average Grades = ? (Tonnes x Grade) / (Total Tonnes)					109,446	1.56	0.91	329.4	14.3	126.6

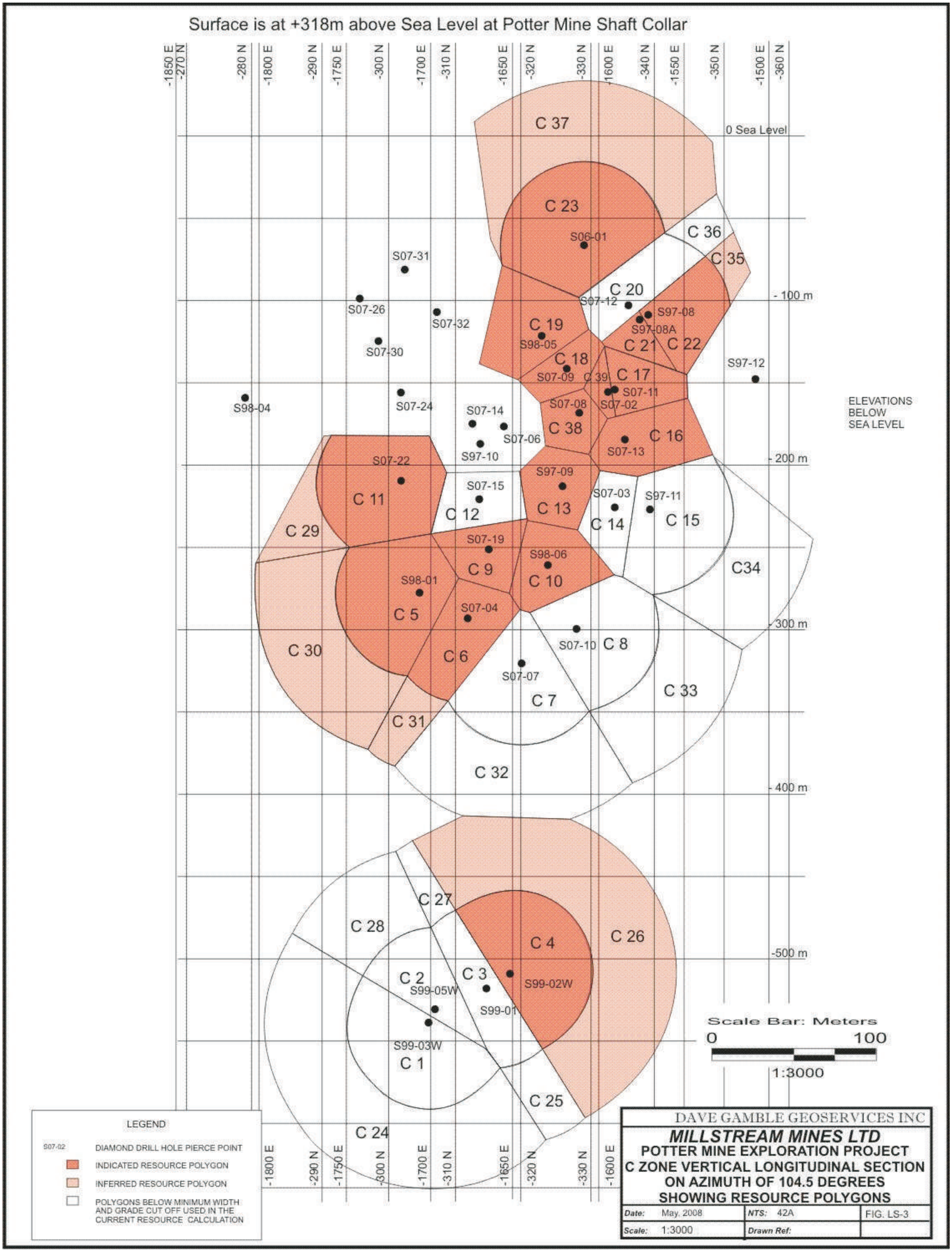
TABLE 2A - POTTER PROJECT: INFERRED RESOURCE ESTIMATION FOR THE "B" ZONE										
100 Meter Maximum Polygon Radius			Avg. S.G.=	3.5						
DRILL HOLE	POLYGON	AREA	TRUE	VOLUME	TONNES			GRADES		
NUMBER	NUMBER		THICKNESS		RESOURCE	Cu	Zn	Co	Ag	Au
(#)	(#)	(m2)	(m)	(m3)	(m3 x 3.5)	%	%	ppm	ppm	ppb
97-08	B11	40	2.00	80.0	280	1.53	0.33	345.2	16.5	78.3
		"B" ZONE	INFERRED	TOTALS	Tonnes	% Cu	% Zn	ppm Co	ppm Ag	ppb Au
Weighted Average Grades = ? (Tonnes x Grade) / (Total Tonnes)					280	1.53	0.33	345.2	16.5	78.3



Surface is at +318m above Sea Level at Potter Mine Shaft Collar
+ 50asl
0 M SEA LEVEL
-100 m
-200 m
-300m
ELEVATIONS BELOW SEA LEVEL
S06-01
S07-31
S07-26
S07-32
S98-05
S07-12
B11
S07-30
S07-09
S07-02
B10
B8
B9
S97-08
S97-08A
B7
S07-11
S07-24
S07-06
S07-08
S07-14
S07-01
B6
S97-12
S07-10
B5
S07-13
B4
S97-09
S07-22
S97-11
S07-03A
S07-15
B2
S98-06
S07-04
B3
S07-10
S07-19
B1
S98-01
S07-07
-1750 E
-310 N
-320 N
-1700 E
-330 N
-1650 E
-340 N
-1600 E
-350 N
-360 N
-1550 E
-370 N
-1500 E
LEGEND
S07-02 DIAMOND DRILL HOLE PIERCE POINT
INDICATED RESOURCE POLYGON
INFERRED RESOURCE POLYGON
POLYGONS BELOW MINIMUM WIDTH AND GRADE CUT OFF USED IN THE CURRENT RESOURCE CALCULATION
Scale Bar: Meters
0
100
1:3000
DAVE GAMBLE GEOSERVICES INC
MILLSTREAM MINES LTD
POTTER MINE EXPLORATION PROJECT
B ZONE VERTICAL LONGITUDINAL SECTION
ON AZIMUTH OF 104.6 DEGREES
SHOWING RESOURCE POLYGONS
Date: May. 2008
NTS: 42A
FIG. LS-2
Scale: 1:3000
Drawn Ref:

TABLE 3 - POTTER PROJECT: INDICATED RESOURCE ESTIMATION FOR THE "C" ZONE										
50 Meter Maximum Polygon Radius			Avg. S.G.=	3.5						
DRILL HOLE	POLYGON	AREA	TRUE	VOLUME	TONNES			GRADES		
NUMBER	NUMBER	POLYGON	THICKNESS		RESOURCE	Cu	Zn	Co	Ag	Au
(#)	(#)	(m2)	(m)	(m3)	(m3 x 3.5)	%	%	ppm	ppm	ppb
99-02W	C4	4,743	3.18	15,082.7	52,790	0.74	0.52	94.1	3.5	57.3
98-01	C5	4,333	4.50	19,498.5	68,245	5.33	3.20	668.5	40.2	354.5
07-04	C6	2,593	4.20	10,890.6	38,117	2.65	2.89	989.0	21.5	310.9
07-19	C9	1,617	8.92	14,423.6	50,483	2.50	1.79	783.3	16.3	89.2
98-06	C10	2,205	17.34	38,234.7	133,821	2.20	1.43	585.3	17.9	194.2
07-22	C11	4,398	4.78	21,022.4	73,579	0.99	0.40	366.9	6.1	32.3
97-09	C13	1,860	16.20	30,132.0	105,462	1.92	1.93	645.1	20.1	314.6
07-13	C16	2,343	13.20	30,927.6	108,247	1.59	0.51	411.4	14.8	150.3
07-11	C17	1,287	2.00	2,574.0	9,009	1.57	0.48	145.2	9.8	26.2
07-09	C18	1,157	8.63	9,984.9	34,947	2.00	0.47	950.9	13.5	67.5
98-05	C19	2,710	6.29	17,045.9	59,661	1.53	2.05	1308.8	14.5	1441.0
97-08A	C21	717	6.17	4,423.9	15,484	1.37	2.58	443.5	14.9	107.3
97-08	C22	2,100	2.01	4,221.0	14,774	1.04	0.13	158.5	7.0	57.8
06-01	C23	5,597	15.56	87,089.3	304,813	1.39	1.07	423.2	13.1	122.4
07-08	C38	1,183	2.00	2,366.0	8,281	1.61	0.89	344.7	12.7	261.5
07-02	C39	440	3.00	1,320.0	4,620	0.57	0.30	52.9	4.4	11.8
		"C" ZONE	INDICATED	TOTALS	Tonnes	% Cu	% Zn	ppm Co	ppm Ag	ppb Au
Weighted Average Grades = ? (Tonnes x Grade) / (Total Tonnes)					1,082,330	1.87	1.34	554.0	15.7	232.8

TABLE 3A - POTTER PROJECT: INFERRED RESOURCE ESTIMATION FOR THE "C" ZONE										
100 Meter Maximum Polygon Radius			Avg. S.G.=	3.5						
DRILL HOLE	POLYGON	AREA	TRUE	VOLUME	TONNES			GRADES		
NUMBER	NUMBER		THICKNESS		RESOURCE	Cu	Zn	Co	Ag	Au
(#)	(#)	(m2)	(m)	(m3)	(m3 x 3.5)	%	%	%	ppm	ppb
99-02W	C26	12,268	3.18	39,012.2	136,543	0.74	0.52	94.1	3.5	57.3
07-22	C29	1,460	4.78	6,978.8	24,426	0.99	0.40	366.9	6.1	32.3
98-01	C30	6,060	4.50	27,270.0	95,445	5.33	3.20	668.5	40.2	354.5
07-04	C31	1,180	4.20	4,956.0	17,346	2.65	2.89	989.0	21.5	310.9
97-08	C35	553	2.01	1,111.5	3,890	1.04	0.13	158.5	7.0	57.8
06-01	C37	8,033	15.56	124,993.5	437,477	1.39	1.07	423.2	13.1	122.4
		"C" ZONE	INFERRED	TOTALS	Tonnes	% Cu	% Zn	ppm Co	ppm Ag	ppb Au
Weighted Average Grades = ? (Tonnes x Grade) / (Total Tonnes)					715,127	1.81	1.27	403.5	14.8	142.1


Surface is at +318m above Sea Level at Potter Mine Shaft Collar
-1850 E
-270 N
-280 N
-1800 E
-290 N
-1750 E
-300 N
-1700 E
-310 N
-1650 E
-320 N
-330 N
-1600 E
-340 N
-1550 E
-350 N
-1500 E
-360 N
0 Sea Level
- 100 m
- 200 m
-300 m
- 400 m
-500 m
ELEVATIONS BELOW SEA LEVEL
C 37
C 23
C 36
C 35
C 20
C 19
C 21
C 22
C 18
C 39
C 17
C 38
C 16
C 11
C 12
C 13
C 14
C 15
C 29
C 9
C 10
C34
C 5
C 6
C 30
C 8
C 7
C 33
C 31
C 32
C 27
C 28
C 4
C 26
C 2
C 3
C 1
C 25
C 24
S06-01
S07-31
S07-26
S07-32
S07-12
S97-08
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S97-11
S07-19
S98-06
S98-01
S07-04
S07-10
S07-07
S99-05W
S99-01
S99-02W
S99-03W
Scale Bar: Meters
0
100
1:3000
LEGEND
S07-02 DIAMOND DRILL HOLE PIERCE POINT
INDICATED RESOURCE POLYGON
INFERRED RESOURCE POLYGON
POLYGONS BELOW MINIMUM WIDTH AND GRADE CUT OFF USED IN THE CURRENT RESOURCE CALCULATION
DAVE GAMBLE GEOSERVICES INC
MILLSTREAM MINES LTD
POTTER MINE EXPLORATION PROJECT
C ZONE VERTICAL LONGITUDINAL SECTION
ON AZIMUTH OF 104.5 DEGREES
SHOWING RESOURCE POLYGONS
Date: May, 2008
NTS: 42A
FIG. LS-3
Scale: 1:3000
Drawn Ref:

TABLE 4 - POTTER PROJECT: INDICATED RESOURCE ESTIMATION FOR THE "D" ZONE

50 Meter Maximum Polygon Radius			Avg. S.G. =	3.5						
DRILL HOLE	POLYGON	AREA	TRUE	VOLUME	TONNES			GRADES		
NUMBER	NUMBER	POLYGON	THICKNESS		RESOURCE	Cu	Zn	Co	Ag	Au
(#)	(#)	(m2)	(m)	(m3)	(m3 x 3.5)	%	%	ppm	ppm	ppb
99-05W	D1	2,223	2.28	5,068.4	17,740	0.66	0.12	133.5	5.1	13.0
99-02W	D2	5,416	4.06	21,989.0	76,961	0.18	0.66	106.3	1.2	10.8
07-04	D4	1,296	11.75	15,228.0	53,298	1.83	1.39	522.5	12.0	172.0
98-01	D5	2,215	3.19	7,065.9	24,730	1.23	2.14	291.8	9.3	165.0
07-19	D6	1,160	5.61	6,507.6	22,777	0.76	1.40	132.1	5.8	35.7
07-15	D8	2,293	15.11	34,647.2	121,265	1.67	0.79	312.6	9.4	60.1
98-06	D9	1,920	9.43	18,105.6	63,370	1.89	0.57	409.4	12.6	75.5
97-09	D11	1,353	2.81	3,801.9	13,307	0.73	0.03	217.1	2.6	24.2
07-14	D12	1,907	1.99	3,794.9	13,282	6.05	0.20	446.8	26.3	523.8
07-06	D13	2,213	3.59	7,944.7	27,806	2.14	1.48	429.6	15.1	134.6
07-02	D15	1,533	3.02	4,629.7	16,204	2.17	1.54	801.0	12.8	228.7
		"D" ZONE	INDICATED	TOTALS	Tonnes	% Cu	% Zn	ppm Co	ppm Ag	ppb Au
Weighted Average Grades = ? (Tonnes x Grade) / (Total Tonnes)					450,740	1.50	0.92	324.4	9.2	93.0

TABLE 4A - POTTER PROJECT: INFERRED RESOURCE ESTIMATION FOR THE "D" ZONE

100 Meter Maximum Polygon Radius			Avg. S.G. =	3.5						
DRILL HOLE	POLYGON	AREA	TRUE	VOLUME	TONNES			GRADES		
NUMBER	NUMBER		THICKNESS		RESOURCE	Cu	Zn	Co	Ag	Au
(#)	(#)	(m2)	(m)	(m3)	(m3 x 3.5)	%	%	%	ppm	ppb
99-05W	D16	273	2.28	622.4	2,179	0.66	0.12	133.5	5.1	13.0
99-05W	D17	1,210	2.28	2,758.8	9,656	0.66	0.12	133.5	5.1	13.0
99-02W	D18	12,047	4.06	48,910.8	171,188	0.18	0.66	106.3	1.2	10.8
07-04	D19	70	11.75	822.5	2,879	1.83	1.39	522.5	12.0	172.0
98-01	D20	2,340	3.19	7,464.6	26,126	1.23	2.14	291.8	9.3	165.0
		"D" ZONE	INFERRED	TOTALS	Tonnes	% Cu	% Zn	ppm Co	ppm Ag	ppb Au
Weighted Average Grades = ? (Tonnes x Grade) / (Total Tonnes)					212,027	0.36	0.82	136.3	2.6	32.1

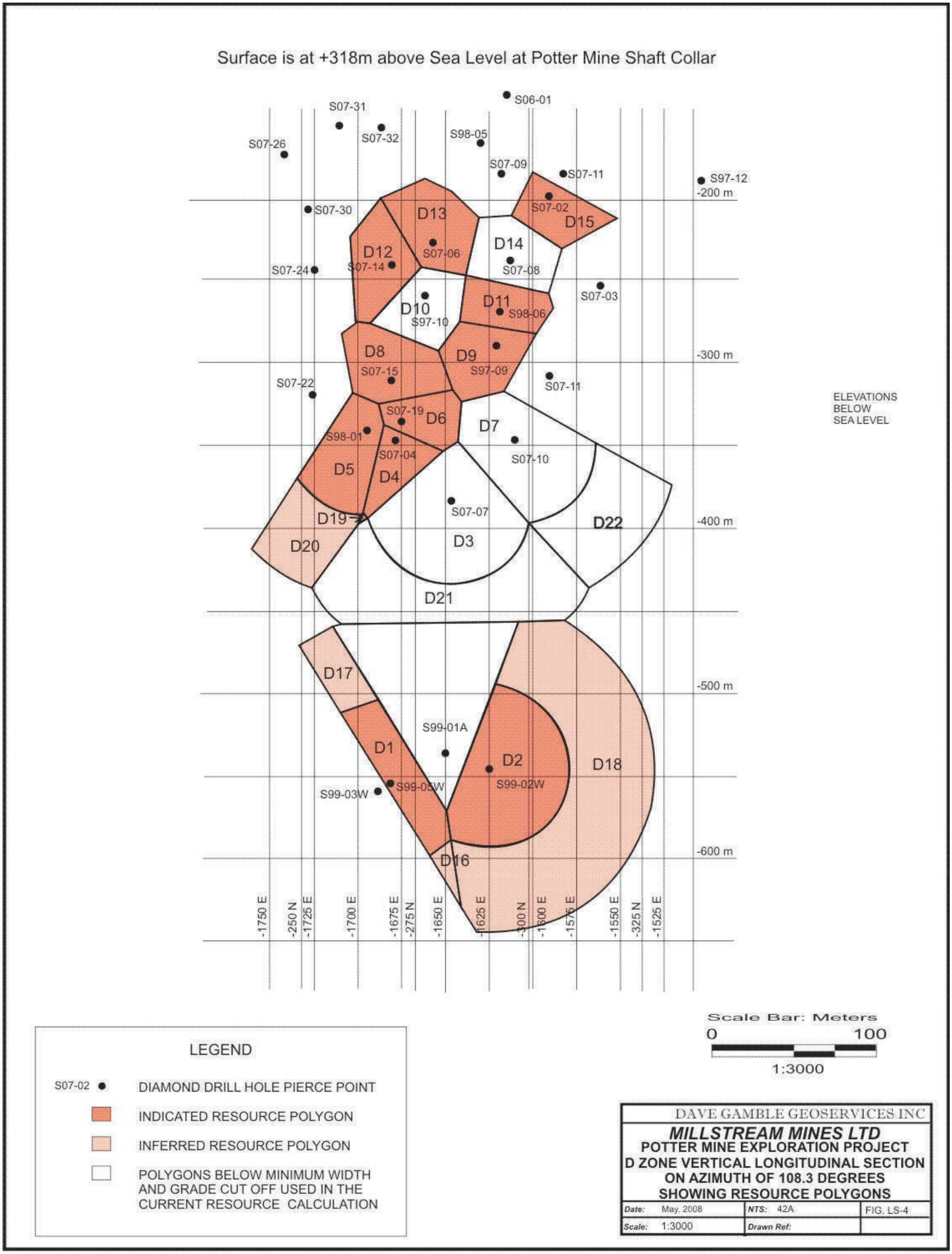
Surface is at +318m above Sea Level at Potter Mine Shaft Collar
S06-01
S07-31
S07-32
S07-26
S98-05
S07-09
S07-11
S97-12
-200 m
S07-30
S07-02
D13
D15
D14
D12
S07-06
S07-14
S07-08
S07-24
S07-03
D10
D11
S97-10
S98-06
D8
D9
-300 m
S07-15
S97-09
S07-22
S07-11
ELEVATIONS BELOW SEA LEVEL
S07-19
D6
D7
S98-01
S07-04
S07-10
D5
D4
S07-07
D19
D22
-400 m
D20
D3
D21
D17
-500 m
S99-01A
D1
D2
D18
S99-03W
S99-05W
S99-02W
-600 m
D16
-1750 E
-250 N
-1725 E
-1700 E
-1675 E
-275 N
-1650 E
-1625 E
-300 N
-1600 E
-1575 E
-1550 E
-325 N
-1525 E
Scale Bar: Meters
0
100
1:3000
LEGEND
S07-02
DIAMOND DRILL HOLE PIERCE POINT
INDICATED RESOURCE POLYGON
INFERRED RESOURCE POLYGON
POLYGONS BELOW MINIMUM WIDTH AND GRADE CUT OFF USED IN THE CURRENT RESOURCE CALCULATION
DAVE GAMBLE GEOSERVICES INC
MILLSTREAM MINES LTD
POTTER MINE EXPLORATION PROJECT
D ZONE VERTICAL LONGITUDINAL SECTION
ON AZIMUTH OF 108.3 DEGREES
SHOWING RESOURCE POLYGONS
Date: May, 2008
NTS: 42A
FIG. LS-4
Scale: 1:3000
Drawn Ref:

TABLE 5 - POTTER PROJECT: INDICATED RESOURCE ESTIMATION FOR THE "E" ZONE										
50 Meter Maximum Polygon Radius			Avg. S.G. =	3.5						
DRILL HOLE	POLYGON	AREA	TRUE	VOLUME	TONNES			GRADES		
NUMBER	NUMBER	POLYGON	THICKNESS		RESOURCE	Cu	Zn	Co	Ag	Au
(#)	(#)	(m2)	(m)	(m3)	(m3 x 3.5)	%	%	ppm	ppm	ppb
99-03W	E1	4,973	2.00	9,946.0	34,811	0.03	0.80	33.7	0.5	12.9
99-05W	E2	3,427	2.49	8,533.2	29,866	0.17	0.34	136.8	1.1	28.0
07-19	E4	4,007	3.67	14,705.7	51,470	2.34	2.73	579.1	14.8	114.4
07-08	E7	2,310	16.09	37,167.9	130,088	2.75	2.89	355.6	16.5	115.8
07-02	E8	2,267	7.11	16,118.4	56,414	0.34	0.22	82.4	1.5	5.4
		"E" ZONE	**INDICATED**	**TOTALS**	**Tonnes**	**% Cu**	**% Zn**	**ppm Co**	**ppm Ag**	**ppb Au**
Weighted Average Grades = ? (Tonnes x Grade) / (Total Tonnes)					**302,649**	**1.66**	**1.87**	**284.1**	**10.1**	**74.5**

TABLE 5A - POTTER PROJECT: INFERRED RESOURCE ESTIMATION FOR THE "E" ZONE										
100 Meter Maximum Polygon Radius			Avg. S.G. =	3.5						
DRILL HOLE	POLYGON	AREA	TRUE	VOLUME	TONNES			GRADES		
NUMBER	NUMBER		THICKNESS		RESOURCE	Cu	Zn	Co	Ag	Au
(#)	(#)	(m2)	(m)	(m3)	(m3 x 3.5)	%	%	%	ppm	ppb
99-03W	E10	12,753	2.00	25,506.0	89,271	0.03	0.80	33.7	0.5	12.9
99-05W	E11	1,420	2.49	3,535.8	12,375	0.17	0.34	136.8	1.1	28.0
99-05W	E12	2,183	2.49	5,435.7	19,025	0.17	0.34	136.8	1.1	28.0
07-19	E14	2,153	3.67	7,901.5	27,655	2.34	2.73	579.1	14.8	114.4
		"E" ZONE	**INFERRED**	**TOTALS**	**Tonnes**	**% Cu**	**% Zn**	**ppm Co**	**ppm Ag**	**ppb Au**
Weighted Average Grades = ? (Tonnes x Grade) / (Total Tonnes)					**148,326**	**0.49**	**1.06**	**157.2**	**3.3**	**35.0**

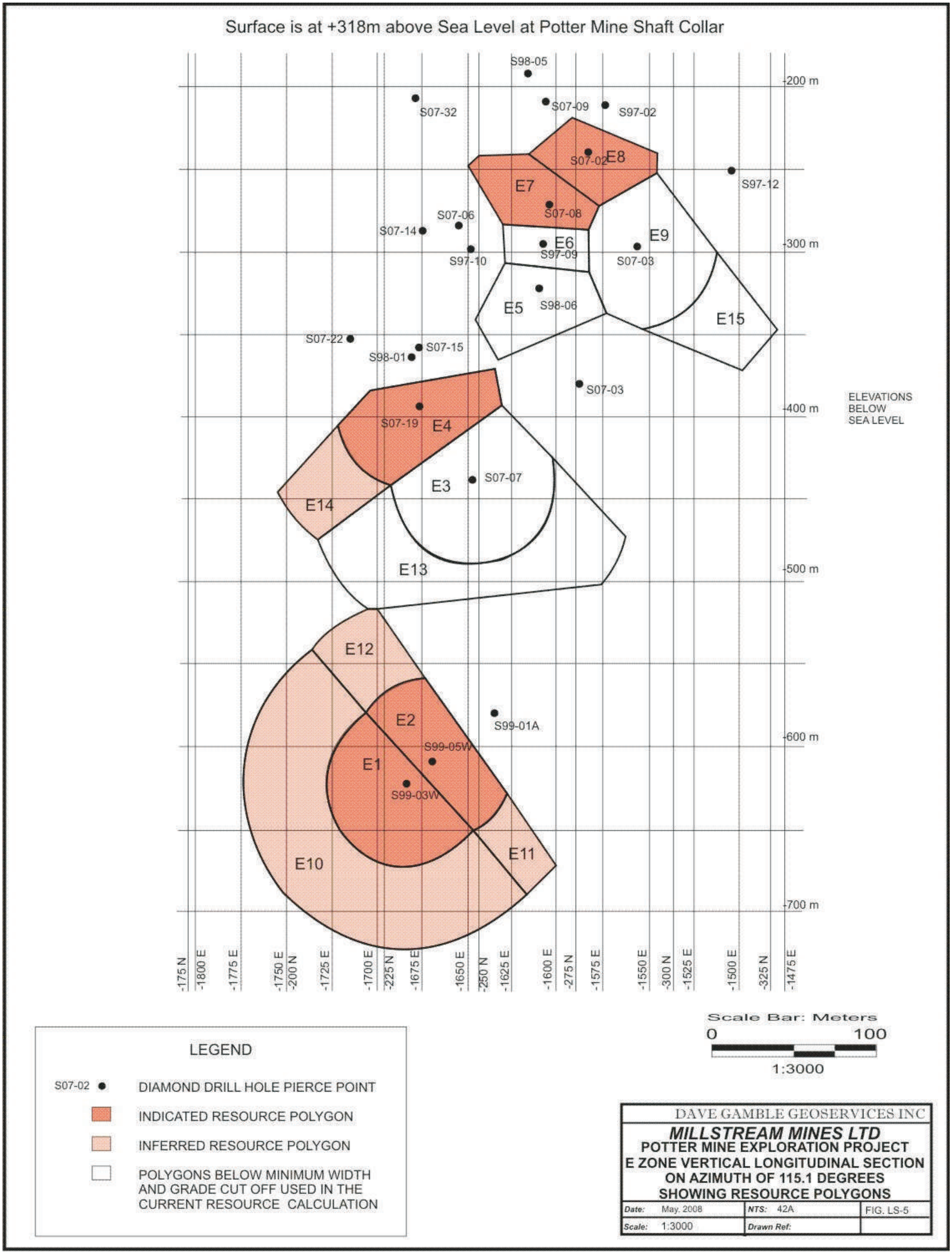
Surface is at +318m above Sea Level at Potter Mine Shaft Collar
-200 m
-300 m
-400 m
-500 m
-600 m
-700 m
ELEVATIONS BELOW SEA LEVEL
E1
E2
E3
E4
E5
E6
E7
E8
E9
E10
E11
E12
E13
E14
E15
S98-05
S07-32
S07-09
S97-02
S07-02
S97-12
S07-08
S07-06
S07-14
S97-09
S97-10
S07-03
S98-06
S07-22
S07-15
S98-01
S07-03
S07-19
S07-07
S99-01A
S99-05W
S99-03W
-175 N
-1800 E
-1775 E
-1750 E
-200 N
-1725 E
-1700 E
-225 N
-1675 E
-1650 E
-250 N
-1625 E
-1600 E
-275 N
-1575 E
-1550 E
-300 N
-1525 E
-1500 E
-325 N
-1475 E
Scale Bar: Meters
0
100
1:3000
LEGEND
S07-02
DIAMOND DRILL HOLE PIERCE POINT
INDICATED RESOURCE POLYGON
INFERRED RESOURCE POLYGON
POLYGONS BELOW MINIMUM WIDTH AND GRADE CUT OFF USED IN THE CURRENT RESOURCE CALCULATION
DAVE GAMBLE GEOSERVICES INC
MILLSTREAM MINES LTD
POTTER MINE EXPLORATION PROJECT
E ZONE VERTICAL LONGITUDINAL SECTION
ON AZIMUTH OF 115.1 DEGREES
SHOWING RESOURCE POLYGONS
Date: May, 2008
NTS: 42A
FIG. LS-5
Scale: 1:3000
Drawn Ref:

TABLE 6 - POTTER PROJECT: INDICATED RESOURCE ESTIMATION FOR THE "F" ZONE										
50 Meter Maximum Polygon Radius			Avg. S.G. =	3.5						
DRILL HOLE	POLYGON	AREA	TRUE	VOLUME	TONNES			GRADES		
NUMBER	NUMBER	POLYGON	THICKNESS		RESOURCE	Cu	Zn	Co	Ag	Au
(#)	(#)	(m2)	(m)	(m3)	(m3 x 3.5)	%	%	ppm	ppm	ppb
99-03W	F1	2,617	2.86	7,484.6	26,196	0.42	0.49	155.0	4.5	20.5
99-05W	F2	2,480	6.32	15,673.6	54,858	0.95	0.96	304.2	9.0	57.1
99-01A	F3	4,260	21.49	91,547.4	320,416	0.94	1.21	373.2	8.6	73.3
07-15	F5	3,045	2.01	6,120.5	21,422	0.88	0.53	169.4	3.9	6.5
		"F" ZONE	INDICATED	TOTALS	Tonnes	% Cu	% Zn	ppm Co	ppm Ag	ppb Au
Weighted Average Grades = ? (Tonnes x Grade) / (Total Tonnes)					422,891	0.91	1.10	340.4	8.2	64.5

TABLE 6A - POTTER PROJECT: INFERRED RESOURCE ESTIMATION FOR THE "F" ZONE										
100 Meter Maximum Polygon Radius			Avg. S.G. =	3.5						
DRILL HOLE	POLYGON	AREA	TRUE	VOLUME	TONNES			GRADES		
NUMBER	NUMBER		THICKNESS		RESOURCE	Cu	Zn	Co	Ag	Au
(#)	(#)	(m2)	(m)	(m3)	(m3 x 3.5)	%	%	%	ppm	ppb
99-03W	F6	6,208	2.86	17,754.9	62,142	0.42	0.49	155.0	4.5	20.5
99-05W	F7	3,053	6.32	19,295.0	67,532	0.95	0.96	304.2	9.0	57.1
99-01A	F8	6,130	21.49	131,733.7	461,068	0.94	1.21	373.2	8.6	73.3
07-15	F10	1,140	2.01	2,291.4	8,020	0.88	0.53	169.4	3.9	6.5
		"F" ZONE	INFERRED	TOTALS	Tonnes	% Cu	% Zn	ppm Co	ppm Ag	ppb Au
Weighted Average Grades = ? (Tonnes x Grade) / (Total Tonnes)					598,762	0.89	1.10	340.0	8.2	65.1

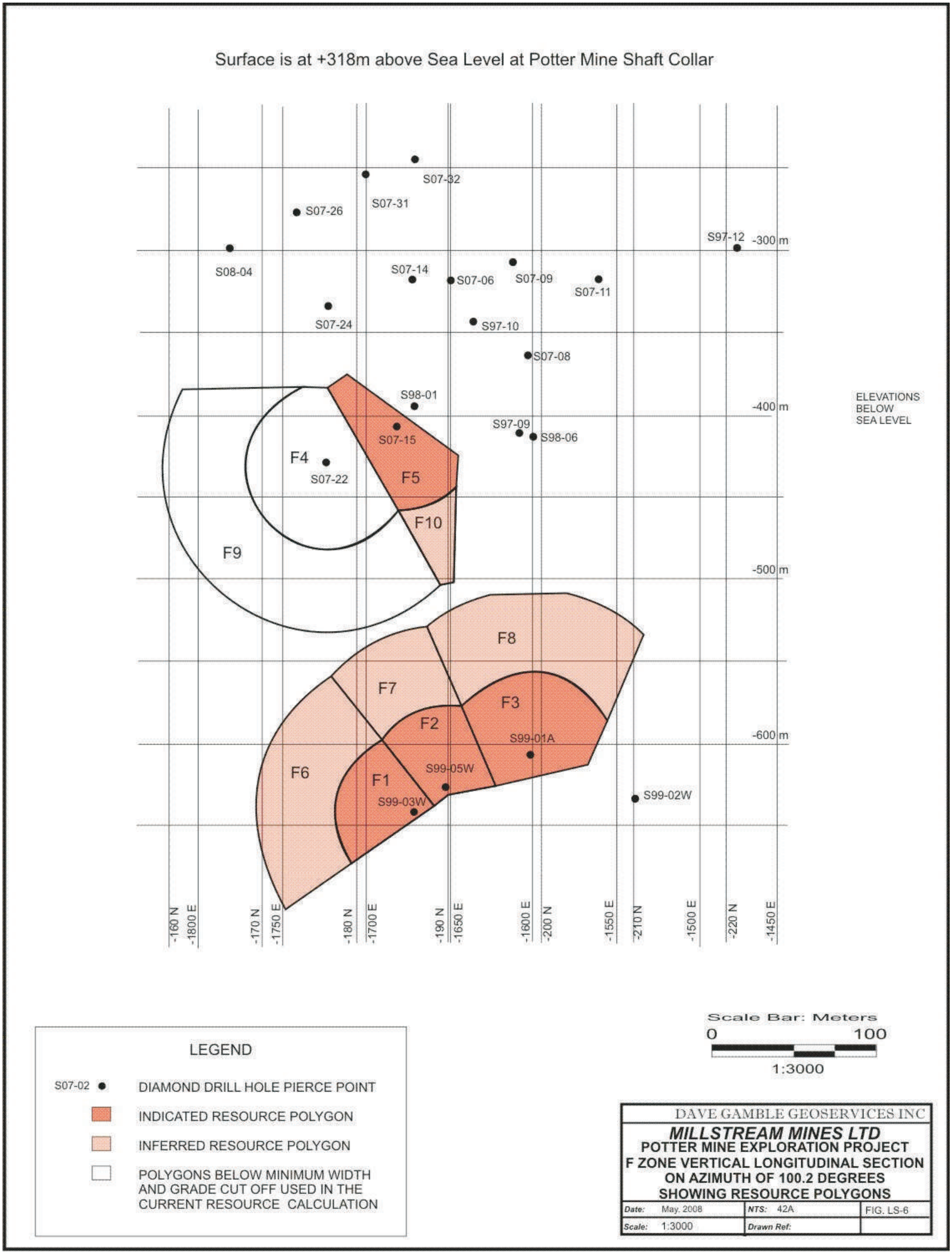
Surface is at +318m above Sea Level at Potter Mine Shaft Collar
S07-32
S07-31
S07-26
S08-04
S97-12
-300 m
S07-14
S07-06
S07-09
S07-11
S07-24
S97-10
S07-08
S98-01
-400 m
ELEVATIONS
BELOW
SEA LEVEL
S97-09
S98-06
S07-15
F4
S07-22
F5
F10
F9
-500 m
F8
F7
F3
F2
S99-01A
-600 m
F6
F1
S99-05W
S99-03W
S99-02W
-160 N
-1800 E
-170 N
-1750 E
-180 N
-1700 E
-190 N
-1650 E
-1600 E
-200 N
-1550 E
-210 N
-1500 E
-220 N
-1450 E
Scale Bar: Meters
0
100
1:3000
LEGEND
S07-02
DIAMOND DRILL HOLE PIERCE POINT
INDICATED RESOURCE POLYGON
INFERRED RESOURCE POLYGON
POLYGONS BELOW MINIMUM WIDTH
AND GRADE CUT OFF USED IN THE
CURRENT RESOURCE CALCULATION
DAVE GAMBLE GEOSERVICES INC
MILLSTREAM MINES LTD
POTTER MINE EXPLORATION PROJECT
F ZONE VERTICAL LONGITUDINAL SECTION
ON AZIMUTH OF 100.2 DEGREES
SHOWING RESOURCE POLYGONS
Date: May. 2008
NTS: 42A
FIG. LS-6
Scale: 1:3000
Drawn Ref:

TABLE 7 - POTTER PROJECT: INDICATED RESOURCE ESTIMATION FOR THE "Y" ZONE										
50 Meter Maximum Polygon Radius			Avg. S.G. = 3.5							
DRILL HOLE	POLYGON	AREA	TRUE	VOLUME	TONNES			GRADES		
NUMBER	NUMBER	POLYGON	THICKNESS		RESOURCE	Cu	Zn	Co	Ag	Au
(#)	(#)	(m2)	(m)	(m3)	(m3 x 3.5)	%	%	ppm	ppm	ppb
99-04W	Y1	4,090	3.65	14,928.5	52,250	0.59	0.44	150.4	2.0	14.5
07-22	Y3	4,410	2.19	9,657.9	33,803	0.51	0.23	139.1	4.4	6.5
07-24	Y5	2,165	2.00	4,330.0	15,155	0.45	0.06	79.3	1.2	2.1
07-26	Y7	3,365	3.86	12,988.9	45,461	0.48	0.57	234.4	3.3	7.5
07-06	Y11	1,135	2.71	3,075.9	10,765	0.54	0.23	117.8	3.0	9.6
07-08	Y14	370	2.60	962.0	3,367	0.62	0.57	125.6	3.6	82.2
07-12	Y15	1,750	4.00	7,000.0	24,500	0.42	0.29	91.4	3.6	9.8
07-02	Y16	2,760	7.37	20,341.2	71,194	1.70	2.09	329.2	9.9	56.0
97-11	Y17	4,796	3.47	16,642.1	58,247	0.38	0.44	80.9	1.0	15.4
		"Y" ZONE	INDICATED	TOTALS	Tonnes	% Cu	% Zn	ppm Co	ppm Ag	ppb Au
Weighted Average Grades = ? (Tonnes x Grade) / (Total Tonnes)					314,743	0.76	0.77	179.5	4.2	21.8

TABLE 7A - POTTER PROJECT: INFERRED RESOURCE ESTIMATION FOR THE "Y" ZONE										
100 Meter Maximum Polygon Radius			Avg. S.G. = 3.5							
DRILL HOLE	POLYGON	AREA	TRUE	VOLUME	TONNES			GRADES		
NUMBER	NUMBER		THICKNESS		RESOURCE	Cu	Zn	Co	Ag	Au
(#)	(#)	(m2)	(m)	(m3)	(m3 x 3.5)	%	%	%	ppm	ppb
97-11	Y18	4,080	3.47	14,157.6	49,552	0.38	0.44	80.9	1.0	15.4
99-04W	Y19	5,285	3.65	19,290.3	67,516	0.59	0.44	150.4	2.0	14.5
07-22	Y21	1,180	2.19	2,584.2	9,045	0.51	0.23	139.1	4.4	6.5
07-24	Y22	60	2.00	120.0	420	0.45	0.06	79.3	1.2	2.1
07-26	Y23	4,070	3.86	15,710.2	54,986	0.48	0.57	234.4	3.3	7.5
07-06	Y26	45	2.71	122.0	427	0.54	0.23	117.8	3.0	9.6
07-02	Y28	1,720	7.37	12,676.4	44,367	1.70	2.09	329.2	9.9	56.0
07-12	Y30	90	4.00	360.0	1,260	0.42	0.29	91.4	3.6	9.8
		"Y" ZONE	INFERRED	TOTALS	Tonnes	% Cu	% Zn	ppm Co	ppm Ag	ppb Au
Weighted Average Grades = ? (Tonnes x Grade) / (Total Tonnes)					227,572	0.73	0.78	189.5	3.7	20.7

DAVE GAMBLE GEOSERVICES INC

MILLSTREAM MINES LTD

POTTER MINE EXPLORATION PROJECT

Y ZONE VERTICAL LONGITUDINAL SECTION ON AZIMUTH OF 108.3 DEGREES SHOWING RESOURCE POLYGONS

Date:	May, 2008	NTS:	42A	FIG. LS-7	
Scale:	1:3000	Drawn Ref:			

Conclusions

The calculations for the summary of indicated and inferred resource estimations for all zones are provided in the following tables, see Table 8 Potter Project Summary Indicated Resource Estimate for A, B, C, D, E, F, and Y Zones, and see Table 8A Potter Project Summary Inferred Resource Estimate for A, B, C, D, E, F, and Y Zones.

The summary total for the indicated resource estimation for all the A, B, C, F, E, F, and Y zones is a total of 3,028,767 tonnes at 1.45% copper, 1.19% zinc, 389.7 ppm cobalt, 11.1 ppm silver, and 127.5 ppb gold.

Additional to the indicated resource, the summary total for the inferred resource estimation for all the A, B, C, D, E F, and Y zones is a total of 2,071,101 tonnes at 1.08% copper, 1.05% zinc, 301,4 ppm cobalt, 8.7 ppm silver, and 81.7 ppb gold.

This report is not presumed to be an economic assessment of the indicated mineralized body, however using prices of US$ 2.40/lb copper, US$ 1.00/lb zinc, US$ 30.50/lb cobalt, US$ 13.80/ troy oz for silver, and US$ 676.85/troy oz gold, a value of “in ground” metals can be estimated (though no recovery has been applied, as no work has been done on the metallurgy, dilution, smelter, or refining aspect).

Based upon these prices, the overall value of the indicated resource would be approximately US$ 136.00 per tonne.

The above prices were taken from the “Northern Miner” dated April 23rd to 29th, 2007 for the cobalt, silver, and gold.

TABLE 8 - POTTER PROJECT: SUMMARY INDICATED RESOURCE ESTIMATION FOR A, B, C, D, E, F, and Y ZONES											
ZONE	Tonnes	Cu %	Cu	Zn %	Zn	Co ppm	Co	Ag ppm	Ag	Au ppb	Au
NUMBER		Grade	Tonnes x Grade	Grade	Tonnes x Grade	Grade	Tonnes x Grade	Grade	Tonnes x Grade	Grade	Tonnes x Grade
A	345,968	1.1218	388,108	1.0773	372,715	323.6	111,952,516	8.9	3,084,551	63.0	21,812,734
B	109,446	1.5583	170,554	0.9101	99,603	329.4	36,049,380	14.3	1,561,182	126.6	13,856,476
C	1,082,330	1.8695	2,023,427	1.3358	1,445,728	554.0	599,645,293	15.7	17,014,475	232.8	251,994,126
D	450,740	1.5039	677,846	0.9161	412,901	324.4	146,221,882	9.2	4,134,055	93.0	41,922,969
E	302,649	1.6636	503,483	1.8731	566,881	284.1	85,972,775	10.1	3,043,081	74.5	22,542,264
F	422,891	0.9060	383,159	1.0985	464,556	340.4	143,956,117	8.2	3,450,722	64.5	27,295,116
Y	314,743	0.7564	238,063	0.7737	243,512	179.5	56,497,911	4.2	1,315,559	21.8	6,854,224
Total Tonnes	**3,028,767**										
? (Tonnes x Grade)			**4,384,640**		**3,605,896**		**1,180,295,874**		**33,603,625**		**386,277,909**
Weighted Average Grades = ? (Tonnes x Grade) / (Total Tonnes)											
			1.4477		**1.1905**		**389.70**		**11.09**		**127.5**
			% Cu		**% Zn**		**ppm Co**		**ppm Ag**		**ppb Au**
SUMMARY OF INDICATED RESOURCE ESTIMATION FOR A, B, C, D, E, F, and Y ZONES											
3,028,767 Tonnes @ 1.45 % Cu, 1.19 % Zn, 389.7 ppm Co, 11.1 ppm Ag, 127.5 ppb Au											

TABLE 8A - POTTER PROJECT: SUMMARY INFERRED RESOURCE ESTIMATION FOR A, B, C, D, E, F, and Y ZONES											
ZONE	Tonnes	Cu %	Cu	Zn %	Zn	Co ppm	Co	Ag ppm	Ag	Au ppb	Au
NUMBER		Grade	Tonnes x Grade	Grade	Tonnes x Grade	Grade	Tonnes x Grade	Grade	Tonnes x Grade	Grade	Tonnes x Grade
A	169,007	0.5851	98,891	0.6364	107,553	217.4	36,744,348	3.8	637,259	70.3	11,880,504
B	280	1.5300	428	0.3300	92	345.2	96,656	16.5	4,620	78.3	21,924
C	715,127	1.8067	1,292,051	1.2654	904,933	403.5	288,527,648	14.8	10,594,909	142.1	101,613,051
D	212,027	0.3586	76,028	0.8221	174,315	136.3	28,904,898	2.6	543,298	32.1	6,808,627
E	148,326	0.4903	72,730	1.0625	157,592	157.2	23,319,148	3.29	488,474	35.0	5,194,565
F	598,762	0.8864	530,717	1.0980	657,423	340.0	203,604,496	8.16	4,883,893	65.1	38,978,420
Y	227,572	0.7296	166,043	0.7828	178,148	189.5	43,114,376	3.73	849,365	20.7	4,715,160
Total Tonnes	**2,071,101**										
? (Tonnes x Grade)			**2,236,888**		**2,180,056**		**624,311,570**		**18,001,818**		**169,212,251**
Weighted Average Grades = ? (Tonnes x Grade) / (Total Tonnes)											
			1.0800		**1.0526**		**301.44**		**8.69**		**81.7**
			% Cu		**% Zn**		**ppm Co**		**ppm Ag**		**ppb Au**
SUMMARY OF INFERRED RESOURCE ESTIMATION FOR A, B, C, D, E, F, and Y ZONES											
2,071,101 Tonnes @ 1.08 % Cu, 1.05 % Zn, 301.4 ppm Co, 8.7 ppm Ag, 81.7 ppb Au											

20.0 Other Relevant Data and Information

The authors have no knowledge of other relevant data or information.

21.0 Interpretation and Conclusions

In December 2006-January 2008 a thirty-three (33) diamond drill hole program totaling 20,453 meters was carried out to gain additional information necessary to aid in the geological interpretation and also to develop a resource estimate with the closer spaced hole pattern. This drill program resulted in a number of significant copper-zinc mineralized sections being intersected. A high percentage of the holes drilled in the mine area returned multiple intersections of sulphide mineralization.

To date, a total of seventy-one (71) diamond drill holes have been drilled on the Potter Project property (July 1996-January 2008) of which a total of forty-six (46) diamond drill holes including wedged holes have been drilled specifically for exploration in the immediate Potter Mine area.

Based on the intersections of the forty-six (46) diamond drill holes and wedged holes a preliminary estimate of the size of the resource has been completed. The interpretation is that there are a total of seven (7) massive to semi massive sulphide mineralized zones that are geometrically arranged in a parallel to sub parallel stacked arrangement. The zones are identified from south to north as the Y Zone, the A Zone (down dip continuation of the Potter mined zone), the B Zone, the C Zone, the D Zone, the E Zone, and the F zone. All seven (7) zones currently occur within the mine area along a strike length of 250 meters, lie within a horizontal across strike (stratigrahic) thickness of 225 meters, and occur within a vertical distance of 725 meters from +50 meters above sea level down to -675 meters below sea level.

The summary total for the indicated resource estimation for all the Y, A, B, C, D, E, F, zones is a total of 3,028,767 tonnes at 1.45% copper, 1.19% zinc, 389.7 ppm cobalt, 11.1 ppm silver, and 127.5 ppb gold.

Additional to the indicated resource, the summary total for the inferred resource estimation for all the Y, A, B, C, D, E, F zones is a total of 2,071,101 tonnes at 1.08 % copper, 1.05 % zinc, 301.4 ppm cobalt, 8.7 ppm silver, and 81.7 ppb gold.

22.0 Recommendations

The coauthors of this report are of the opinion that the results of the diamond drilling programs conducted during the period from July 1996 to January 2008 are of sufficient merit to justify the following recommended program.

Surface Program:

1) A surface program of exploration diamond drilling to further define the extremities of the seven mineralized zones as listed in the indicated and inferred resources.

2) Remove the 100 foot headframe, remove the ore bin, and clean up the mine site area.

3) Construct receiving pond for mine dewatering.

Underground Program:

1) Install a temporary fabricated “A” frame (headframe)

2) Set up mine hoist, install shaft equipment, replace upper shaft sets, dewater the mine, repair man ways, lower electrical cables and pipe, and clean all levels.

Underground Exploration:

1) An underground program of exploration diamond drilling consisting of flat, up and down holes to further define the extremities of the seven mineralized zones as listed in the indicated and inferred resources.

Budgets

1) Surface Exploration:

10,000 meters of Diamond Drilling (all inclusive)	**1,250,000**

2) Advanced Exploration:

Surface – includes taking down of old headframe, and erecting a temporary "A" frame, remove cement shaft cap, construct mine dewatering pond.	**600,000**
Set up the mining plant to dewater the mine, rehabilitate the man way, install pipes, cables, signals, and materials.	**1,500,000**
Underground diamond drill exploration 4000 meters of flat diamond drill holes 6000 meters of up and down diamond drill holes includes servicing by the shaft, labour, and operating costs.	**2,300,000**
Contingency 10%	**565,000**
Total Estimated Cost	**6,215,000**

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24.0 Certification Date

CERTIFICATE OF COAUTHOR

EDWARD I. BETTIOL, P. ENG. P.ING
Telephone: 705-476-4691

I, Edward I. Bettiol, P. Eng., do hereby certify that:

1. I reside at 21 Regent Court, North Bay, Ontario P1A 3W2

2. I have been a registered P. Eng. In Ontario since 1970, a registered Engineer in Quebec since 1977, and have practiced my profession continually for the last 50+ years.

3. I am a registered member of the Society of Mining Engineers in the USA since 1971 and a life member of the CIMM since 2001.

4. I have worked in the mining industry 50 years, 40 were in senior management positions which include mines from 200 per day to 10,000d, gold, base metals, uranium and silver mines.

5. I have consulted for international consulting firms in Algeria, Uruguay, Mexico as well as in Canada.

6. I have read the definition of “qualified person” set out in National Instrument 43-101 (N1 43-101) and certify that by reason of education, affiliation with professional associations (as defined in N1 43-101) and past relevant work experience, I fulfill the requirements to be a “qualified person” for the purposes of N1 43-101.

7. I am responsible for the original proof editing of the Technical Report and the preparation of the Addendum of the Technical Report titled the “Geologic Report MLSM-1", dated December 03, 2003 (“The Technical Report”) relating to the Potter Mine Property.

8. I have been involved in a managerial position responsible for the work at the Potter Mine since 1996. In the period from January 15th, 1995 to June 30th, 2000, I had visited the property 6 days per month as Property Manager.

9. I am currently consultant to Millstream Mines Ltd. and materially overlooking the work done by others at the property, having visited the property two or more times per month since December 2006.

10. I am not aware of any material fact or material change with respect to the

subject matter of the Technical Report that is not reflected in the Technical Report, the omission to disclose which would make the Technical Report misleading. The report is comprised of many reports prepared by a number of very reputable consults in their field of expertise made available either in the public domain or in the files of Millstream Mines Ltd.

11. I am not independent of the issuer applying all of the tests in section 1.5 of national instrument 43-101 due to the fact that I am currently acting a Consultant to Millstream Mines Ltd., and I beneficially own, either directly or indirectly 50,000 common voting share securities of Millstream Mines Ltd.

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

13. I consent to the filing the Technical Report with any stock exchange and other regulatory authority and any publication by them for regulatory purposes, including electronic publication in the public company's "Millstream Mines" files on their website accessible by the public, and any extracts from or a summary of the Technical Report.

Dated this ___21_____day of ______May______ 2008

Signature and Seal of Qualified Person

Edward I. Bettiol,
P.Eng P.Ing

CERTIFICATE OF COAUTHOR

A. P. DAVID GAMBLE B.SC., P.GEO
Telephone: 705-642-3746

I, A. P. David Gamble do hereby certify that:

1. I am a Consulting Geologist, and reside 378 Grenfell Road, Kenogami Lake, RR #2, Site 2, #29, Swastika, Ontario, P0K 1T0

2. I graduated from University of Ottawa with an Honors Bachelor of Science degree in 1973, and also have completed two years of graduate school courses (thesis undefended) leading towards a M. Sc. degree (geology) at Laurentian University (1974-1976).

3. I am a member in good standing as a registered geoscientist with the Association of Professional Geoscientists of Ontario, APGO Member No 0618.
I am also a member of the Society of Economic Geologists
I am also a member of the Geological Association of Canada
I am a director of the Northern Prospectors Association and a member of the Ontario Prospectors Association.

4. I have been practicing my profession in Canada for the past +30 years, and have been responsible for exploration programs carried out in the Abitibi Subprovince for +20 years. In this regard the author acquired knowledge of the geology, mineral deposits, exploration potential and exploration activities in the Abitibi Greenstone Belt of Ontario and Quebec.

5. I am a “Qualified Person” as defined in NI 43-101, and responsible for all portions of this report not subject to disclaimer.

6. I have read NI 43-101 and Form 43-101F1 and this report has been prepared in compliance with NI 43-101 and Form 43-101F.

7. I have managed, supervised and carried out all field programs and monitored related service contracts conducted on Potter Exploration Project of Millstream Mines Ltd since May 1997 through to May 21, 2008 (present). I have also carried out the technical work and geological interpretation, the resource estimates and have reported on the exploration results to date covered in this Technical Report on the Resources at the Potter Mine Property, Munro Township, Larder Lake Mining Division. I have also conducted examination of private and public documents pertaining to the property. The author has actively worked and has spent a substantial amount of time on the property throughout the period from May 1997 through to May 2008.

8. neither I or any affiliated entity have a direct or indirect interest or royalty, nor

do I or any affiliated entity expect to receive any direct or indirect interest or royalty in the subject properties.

9. neither I or any affiliated entity have a direct or indirect interest, nor do I or any affiliated entity expect to receive any interest in the Issuer for which this report was produced.

10. I have not received a majority of my income during the past three years from the Issuer for which this report was produced

11. neither I or any affiliated entity is, or by reason of an agreement, arrangement or understanding expects to become, an insider, affiliate or partner of a person or company which has an ownership or royalty interest in a property which has a boundary within two kilometers of the closest boundary of the property being reported on.

12. neither I or any affiliated entity has, or by reason of an agreement, arrangement or understanding expects to obtain, an ownership or royalty interest in a property which has a boundary within two kilometers of the closest boundary of the property being reported on.

13. that I am not aware of any material fact or material change with respect to the subject matter of this report which is not reflected in this report.

14. that I hold no personal interest in this property and I have no securities in Millstream Mines Ltd during the exploration program or at the time of this report.

Dated this 21 day of May 2008

Signature and Seal of Qualified Person

A.. P. David Gamble, B. SC., P. Geo
APGO Practising Member 0618
Dated at Kenogami Lake,
Grenfell Township, Ontario

25.0 Additional Requirements for Technical Reports on Development Properties and Production Properties

This past producing base metal property with newly discovered indicated and inferred base metal resources is presently not at the development stage and not in production.

At present water sampling is being conducted on an ongoing basis in the area surrounding the mine as part of the requirements necessary for obtaining the necessary environmental permits for mine dewatering.

26.0 List of Illustrations

CONSENT OF AUTHOR

To: Ontario Securities Commission
Alberta Securities Commission
British Columbia Securities Commission
TSX Venture Exchange

I, Edward I. Bettiol, due hereby consent to the filling of the written disclosure of the report titled "Resources at the Potter Mine Property, Munro Township, Larder Lake Mining Division", the summary amended report December 3rd ,2003, and any extracts to the filing of the technical report with the securities regulatory referred to above.

Dated May 21 2008

REGISTERED PROFESSIONAL ENGINEER
E. I. BETTIOL
PROVINCE OF ONTARIO

Signature of Edward I. Bettiol, P. Eng

CONSENT OF AUTHOR

To: Ontario Securities Commission
Alberta Securities Commission
British Columbia Securities Commission
TSX Venture Exchange

I, A. P. David Gamble, due hereby consent to the filling of the written disclosure of the report titled “Resources at the Potter Mine Property, Munro Township, Larder Lake Mining Division”, the summary amended report December 3rd ,2003, and any extracts to the filing of the technical report with the securities regulatory referred to above.

Dated May 21 2008

PROFESSIONAL GEOSCIENTIST
A. P. DAVID GAMBLE
PRACTISING MEMBER
0618
ONTARIO

Signature of A. P. David Gamble, P. Geo., B.Sc.