NI 43-101 Technical Report on the Gold Centre Property

RED LAKE, NORTHWEST ONTARIO

RED LAKE MINING DISTRICT
NTS MAP SHEET 52N/04

Respectfully submitted to:

Mr. Martin Kostuik
Rupert Resources Ltd.

Effective Date: July 16, 2014

Prepared by:

Ike A. Osmani, *M.Sc., P.Geo.*
Faarnad Geological Consulting Inc.
Nicholas Zulinski, *M.Sc., P.Geo.*
Faarnad Geological Consulting Inc.

Faarnad Geological Consulting Inc.
1803-5611 Goring Street
Burnaby, British Columbia
V5B 0A3, Canada
Tel: +1 778 989 3355
E-mail: info@fgconsulting.ca
URL: www.fgconsulting.ca

Date and Signature Page

This report titled *"NI 43-101 Technical Report on the Gold Centre Property, Red Lake, Northwest Ontario", dated July 16, 2014*, was prepared by, and signed by the following authors:

I.A. Osmani, M.Sc., P.Geo.
Principal Geologist
Faarnad Geological Consulting Inc.

Nicholas Zulinski, M.Sc., P.Geo.
Project Geologist
Faarnad Geological Consulting Inc

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1 Summary

1.1 Introduction and Terms of Reference

This report was prepared by Faarnad Geological Consulting ("FGC") Inc. on behalf of Rupert Resources Limited ("Rupert or Company") as part of an independent technical review of their Gold Centre Property ("Property"), located in northwestern Ontario. The authors of this report visited the Property intermittently from June 02 to August 06, 2013 for a total of 25 days to carry out a geological mapping and geochemical sampling program as well as review drill core from the Property, coordinate the geophysical induced polarization and magnetic survey, and verify collar locations.

1.2 Property Description and Location

The Gold Centre Property is located within the southern Balmer Township and approximately 5.0 km southeast of Balmertown. It is centred at 51.03° N latitude and 93.7° W longitude (UTM NAD83, ZONE 15N: 450620mE/5654510mN) and is adjacent to the eastern boundary of Goldcorp Inc.'s producing Red Lake Mine. The Property is comprised of a surveyed claim lease, CLM 165, consisting 16 contiguous claims and totalling 625.33 acres. Rupert retains a 100% interest in the property subject to a 1.5% NSR reserved to Camp McMan Red Lake Gold Mines Limited.

1.3 History

Early exploration activities began in 1945 when Ronald Red Lake Gold Mines Ltd. originally staked a portion of the Gold Centre Property. Geological and geophysical surveys were carried out in addition to trenching but no gold values were reported. Exploration work resumed in 1957 and continued intermittently until 1980. Work was predominantly comprised of drilling as well as ground and airborne geophysics. However, no economically significant gold values were reported.

Upon acquiring the Property in 1996, Rupert and its former joint venture partner ITL Capital Corporation resumed drilling by completing two deep holes between 1996 and 1998. Hole 96-1 penetrated the favourable Balmer mafic metavolcanic rocks at a vertical depth of 3,680 ft (1,122.0 m). Assay results were reported to show intermittent anomalous values within the mafic metavolcanic rocks (Blackburn et a. 1998). Hole 98-1 did not intersect the favourable Balmer mafic metavolcanic as the hole flattened and remained in the overlying sediments. No economically significant gold values were reported.

Upon retaining 100% interest on the Gold Centre Property in 2003, Rupert proceeded to carry out drilling activities in 2004 and 2007, totalling approximately 11,372 metres. Both drill programs were met with partial success by intersecting the prolific Balmer mafic metavolcanics, a sequence that potentially hosts the southeastern extension of the Red Lake Mine ore zones at

depth. However no significant intersection of gold mineralization was encountered in either drill campaign.

1.4 Geology and Mineralization

Within a regional context, the Property is situated in the southeastern Red Lake Greenstone Belt ("RLGB") within the western Uchi Subprovince of the Superior Province. The RLGB is further subdivided into several distinct tectonic assemblages (Sanborn-Barrie, 2001). The oldest is the Balmer assemblage which hosts the Red Lake Mine deposits and makes up 50% of the volcanic belt. The assemblage consists primarily of massive to pillowed tholeiitic basalts, komatiites and komatiitic basalts. Gold mineralization in the Red Lake camp is predominantly associated with the upper portion of the Balmer assemblage along the northwest-southeast Cochenour-Gullrock deformation zone also informally know as the "Red Lake Mine Trend".

The Gold Centre Property is ideally located within the prolific Balmer and Huston assemblages of the Red Lake greenstone belt. Mafic metavolcanic rocks, believed to represent the Balmer assemblage, are exposed within the most-northern part of the property. The Balmer mafic metavolcanics are interpreted to have been unconformably overlain by the clastic metasedimentary rocks of the Huston assemblage spanning the central portion of the Property. The southern-half of the Property is underlain by mafic and intermediate to felsic metavolcanic rocks of the younger Confederation assemblage.

No gold values of economic significance has been discovered to date on the Gold Centre Property. However, anomalous gold values hosted by quartz veins in the Balmer mafic metavolcanics have been intersected in the historical drilling (96-1) as well as during Rupert's deep drilling campaigns in both 2004 and 2007. Previous drilling from 2007 has also detected anomalous gold values the fine clastic sediments and diorite, which lies just outside the southwestern boundary of the Property, as well as the mineralized quartz-pebble conglomerates (96-1).

1.5 Exploration and Drilling

In 2013, Rupert carried out a surface exploration program on selected parts of the Property consisting of line-cutting, geophysical induced polarization ("IP") and magnetic surveys, geological mapping and geochemical sampling. Approximately 15.2 line kilometres were cut in order to generate geophysical grids, informally termed as the North Grid ("NG") and South Grid ("SG"), as well as additional lines for geological mapping.

A 3D IP and magnetic survey was carried out over the North Grid in an attempt to image the favorable Balmer mafic metavolcanics, while a conventional 2D dipole-dipole and magnetic survey was conducted over the South Grid where a historic dill hole (D-69-1) intersected highly anomalous silver mineralization within the younger Confederation assemblage. A total of six anomalous trends have been interpreted on the North Grid, three of which have been identified as strong to very strong and considered indicative of mineralization associated with a contact boundary or shear/fault zones. A total of three anomalous trends have been interpreted on the South Grid, one of which has been identified as very strong and is believed to be a magnetic source as it coincides with a strong magnetic anomaly.

Results from the geological mapping program from 2013 have identified the prolific Balmer mafic metavolcanics located within the northern portion of the Property. The Balmer volcanics are interpreted to have been unconformably overlain by the clastic metasedimentary rocks of the Huston assemblage spanning the central portion of the Property; however the unconformity was not witnessed due to scarce bedrock exposure. The clastic metasedimentary rocks on the Property have been informally subdivided into two groups: 1) a coarse clastic metasedimentary group represented by a polymictic conglomerate unit, and 2) a fine clastic metasedimentary group of turbidite sequence. The recent mapping program in conjunction with historical data has revealed the southern-half of the property is underlain by mafic and intermediate to felsic metavolcanic rocks of the younger Confederation assemblage. A total of 12 samples were taken for assay, however no significant gold values were obtained.

A total of nine samples were collected from the Balmer and Confederation assemblage for whole-rock geochemical analysis. Results have shown the Balmer mafic metavolcanic rocks are high-iron to high-magnesium tholeiite basalts while the mafic and intermediate to felsic metavolcanic rocks of the Confederation assemblage are calc-alkaline basalt to andesite and dacite to rhyolite, respectively. When plotted on the chondrite normalized rare earth element (REE) diagram, all but one sample displayed a flat REE pattern, suggesting they are mostly unfractionated and were possibly produced by the partial melting of mantle in which neither garnet nor amphibole remained in the residue (Condie, 1980).

Rupert's most recent drilling activities on the Gold Centre Property were carried out in 2004 and 2007, totalling 11,372 metres. The purpose of both programs was to intersect the major structure within the favourable Blamer mafic metavolcanic sequence that potentially hosts the southeastern extension of the Red Lake Mine ore zones at depth. Both drill programs met with partial success by intersecting the Balmer volcanics, however no significant intersection of gold mineralization was encountered in either drill campaign.

1.6 Interpretations and Conclusions

-The favorable Balmer mafic metavolcanics hosting several gold deposits at the adjacent Red Lake Mine have been identified in drill core and on surface following the 2013 geological mapping program.

-The more recent discovery of the Far East Zone by Goldcorp has provided further support that the southwest dipping Red Lake Mine trend potentially extends through the Gold Centre Property at depth.

-The interpreted unconformity between the Balmer and Huston assemblage could be a high priority target on the Gold Centre Property. According to Dubé et al. (2003), several of the Red Lake mines occur within or adjacent to a regional unconformity.

-Following the geophysical IP survey in 2013, a total of 9 anomalous trends have been interpreted on the Gold Centre Property, three of which are identified on the North Grid as strong to very strong. Two are indicative of a sulphide mineralization source potentially associated with complexly folded/faulted contact between the Huston conglomerate and Balmer mafic

metavolcanic rocks. An additional strong-very anomalous trend has been identified on the South Grid.

1.7 Recommendations

In order to advance the economic potential of the Gold Centre Property, a three phase exploration program has been recommended for Rupert. Phase I consists of a **borehole geophysical 3D-IP survey** to be carried out on holes 96-1, 98-1, RUP-04-01, and RUP-7-1 in an attempt to identify conductive anomalies of potential mineralization within close proximity these holes. Phase II is comprised of a **minimum 3000-metre drill program** for drill testing three 3D-IP anomalies (GCN-03, GCN-05 and GCN-06) within the North Grid. A **trenching and sampling program** has also been suggested in Phase II in order to cover the area of a very strong Dipole-Dipole anomaly trend (GCS-01) in the South Grid. Results derived from exploration activities carried out in Phase I are independent of activities in Phase II and may be conducted by Rupert in no particular order. Phase III recommends a 20 kilometre **ground geophysical 3D-IP survey** over the remaining portion of the Property only if drill tested IP anomalies and surface work from Phase II have yielded encouraging results.

The budget required to carry out such exploration activities on the Gold Centre Property is estimated to be $789,387, of which $89,320 is to be spent on a borehole geophysical IP survey, $546,810 on drilling, $58,982 on trenching and sampling, and the remaining $94,275 on a ground geophysical IP survey if required.

2 Introduction

2.1 General

Faarnad Geological Consulting ("FGC") Inc. was commissioned by Rupert Resources Limited ("Rupert or Company") on June 5, 2014 to prepare a technical report as part of an independent review of their 100% owned Gold Centre Property ("Property"), located in northwestern Ontario. The Report describes a full review on the geology, mineralization, exploration history and exploration potential of the Gold Centre Property, as well as report on recent geological and geophysical surveys conducted by Rupert on the Property. Lastly, to provide recommendations for future exploration work to be carried out on the Property.

Rupert is a Canadian-based mineral exploration and development company with its head office located in Toronto, Ontario. The Company is listed on the TSX Venture Exchange ("TSX.V") under the symbol RUP. In addition to the Gold Centre Property discussed in this report, Rupert also owns a 100% interest in the Surf Inlet Project, a past producing lode-type gold mine located in northern British Columbia.

2.2 Terms of Reference

This technical report on the Gold Centre Property was prepared by Ike A. Osmani, M.Sc., P.Geo. and Nicholas Zulinski, M.Sc., P.Geo., both qualified persons as defined under NI 43-101 regulations.

This technical report has been prepared in accordance to the guidelines set under "Form 43-101F1 Technical Report" of National Instrument 43-101 – Standards and Disclosure for Mineral Projects. The certificate of qualification for the Qualified Persons responsible for this technical report can be located in the Section 28 – "Statement of Qualifications".

Mr. Osmani and Mr. Zulinski visited the Gold Centre Property intermittently from June 02 to August 06, 2013 for a total of 25 days to carry out a geological mapping and lithogeochemical sampling program as well as verify historical collar locations and review drill core from the Property.

2.3 Source of Information

FGC Inc. sourced information from reference documents as cited in the text and summarized in Section 27 – "*References*" of this Report.

Two technical reports were previously filed on the Gold Centre Property by Rupert:

Wallis, C.S. (2003). Technical Report on the Gold Centre Property, Red Lake, Northern Ontario; Prepared for Rupert Resources Ltd. by Roscoe Postle Associates Inc., 41p.

Wallis, C.S. (2004). Technical Report on the Gold Centre Property, Red Lake, Northern Ontario; Prepared for Rupert Resources Ltd. by Roscoe Postle Associates Inc., 42p.

A portion of the background information and technical data for this report was quoted from the above reports. Additional information was requested from, and provided by Rupert.

2.4 Qualifications, Experience, and Independence

Founded in 2011, FGC is a mineral-exploration and mining-consultancy group based in Burnaby, BC, Canada. FGC and associates is comprised of experienced consultants who together have several decades of experience providing services in the following areas: design, management, and execution of mineral-exploration programs; mine-planning and scheduling; project evaluation and due-diligence studies; resource estimation; and technical audits and reporting. The company is managed and led by Ike A. Osmani, the principal consultant and founder of the company, who has over 30 years of experience in Greenfield, near mine exploration, and resource geology. He is an accredited professional geologist (P.Geo.) and a practising member of three provincial jurisdictions of Canada (i.e., Association of Professional Engineers and Geoscientists of British Columbia, Association of Professional Geoscientists of Ontario, and Association of Professional Engineers and Geoscientists of the Province of Manitoba).

Mr. Osmani's work experience includes both exploration and resource development of commodities in diverse geological settings. Throughout his career,Mr. Osmani has held various responsible positions, ranging from Project Geologist to President, with publicly traded junior and major companies, and acted as an Independent Consultant in the exploration and mining industry. His experience in exploration and resource geology includes gold, base metals, platinum-palladium, SEDEX-style zinc-lead-silver, iron, rare earths, and rare metals. Most recently, he has been credited with developing an NI 43-101 compliant gold resource of almost one million ounces within the Archean greenstone belt setting in the Precambrian Shield of Canada. Osmani has also worked in younger terrains in Canada (British Columbia), Argentina (San Juan), Indonesia (Java and Sulewasi islands), and India (Himalayan Foothills).

Nicholas Zulinski holds a B.Sc from the University of Ottawa, Ontario, Canada, and an M.Sc in Geological Science and Engineering from Queen's University, Canada. His core studies for his master's included Metallogeny in Mineral Exploration, Economic Guidelines for Exploration Planning, Ore Reserve Estimation, Project Decision-Making in Extractive Metallurgy, and Mine Valuation and Administration. He has over five years of extensive field experience working in precious metal, base metal and REE exploration within Canada, the USA, Africa, and Scandinavia. In addition, Mr. Zulinski is an accredited professional geologist (P.Geo.) and a practicing member with the Association of Professional Geoscientists of Ontario.

2.5 Disclaimer

This technical report represents the professional opinions of Ike A. Osmani, M.Sc., P.Geo. and, Nicholas Zulinski, M.Sc., P.Geo. as to the interpretations to be made and conclusions drawn in light of information made available to, inspections performed by, and assumptions made by the authors using their professional judgment and reasonable care. This document has been prepared based on a scope of work agreed with Rupert Resources Inc. and is subject to inherent limitations in light of the scope of work and information provided by Rupert. This document is meant to be read as a whole, and portions thereof should not be read or relied upon unless in the context of the whole.

The opinions expressed herein are based on data and information supplied by Rupert Resources Inc., or gathered from regulatory and public filings of other companies. This document is written for the sole and exclusive benefit of Rupert Resources Inc. Any other person choosing to rely on this document does so at his/her own risk and the author disclaims all liability to any such person.

3 Reliance on Other Experts

FGC Inc. has assumed, and has relied on the fact that all information in existing technical documents listed in Section 27 – "References" of this report are accurate and complete in all material aspects. While the authors carefully reviewed all the available information presented, FGC Inc. cannot guarantee its accuracy and completeness.

Additionally, FGC Inc. has relied upon historical data, and recent exploration work completed by Rupert on the Gold Centre Property. The authors have not validated the data to confirm the results of such work and report other than collecting 6 whole-rock samples from drill hole 96-1 as well as drill core from the 2004 and 2007 drilling campaigns. The author has no reason to doubt the correctness of such work and reports.

The authors have not independently verified the legal title to the Property, nor have they verified or are qualified to comment on legal issues related to Rupert's Property agreement, royalties, permitting, and environmental matters. They rely on public documents and information provided by Rupert for the descriptions of title and status of the Property agreements, and they have no reason to doubt that the status of the legal title is anything other than what is reported by Rupert.

4 Property Description and Location

4.1 Property Location

The Property occurs within the southern part of the Balmer Township on NTS Map sheet 52/04N and located approximately 5.0 km southeast of Balmertown. It is centred at 51.03° N Latitude and 93.7° W Longitude (UTM NAD83, ZONE 15N: 450620mE/5654510mN) adjacent to the eastern boundary of Goldcorp Inc.'s producing Red Lake Mine (**Figure 1)**.

4.2 Property Description

The property is comprised of a surveyed claim lease, CLM 165, consisting of 16 claims and totalling 625.33 acres **(Figure 2)**. The lease was originally granted as a Mining Rights Lease No. 102855 for a period of 21 years commencing December 1, 1973. It was later renewed as Lease No. 106899 on December 1, 1994 and is valid for 21 years (Wallis 2004). Rupert acquired a 100% interest in the property through a purchase and sales agreement with Croinor Exploration Inc. and Goldust Mines Ltd. Rupert assigned a 50% interest in the property to Camp McMan Red Lake Gold Mines Limited on February 1996 (Wallis 2004). On September 9, 1996, Rupert

reacquired the 50% interest in the leased claims subject to a 1.5% Net Smelter Return (NSR) reserved to Camp McMan Red Lake Gold Mines Limited (Wallis 2004).

Under an option agreement dated September 17, 1996 and amended June 10, 1998, ITL Capital Corporation ("ITL") acquired an option to earn a 50% undivided interest in the Gold Centre Property by payment of $25,000, issuance of 100,000 shares of ITL and agreeing to expend $1.8 million over 4 years (Wallis 2004). The first year program required a minimum of $200,000 in expenditures or the completion of a 4,000-ft drill hole within one year. The remaining three years optional expenditures were $800,000, $400,000 and $400,000, respectively. The option expired during the fiscal year ending February 28, 2000, for failure to incur minimum expenditures. ITL commenced legal proceedings in order to continue the option. The dispute was settled and ITL signed a release dated February 5, 2003. Rupert retains a 100% interest in the property subject to the NSR reserved to Camp McMan Red Lake Gold Mines Limited (Wallis 2004).

4.3 Property Work Permits

An exploration work permit for the Gold Centre Property (CLM 165) has been approved for exploration activities from July 19, 2013 to July 18, 2016 (Permit #: PR-13-10311). The permit includes mechanized drilling, mechanized stripping, pitting and trenching, and line cutting.

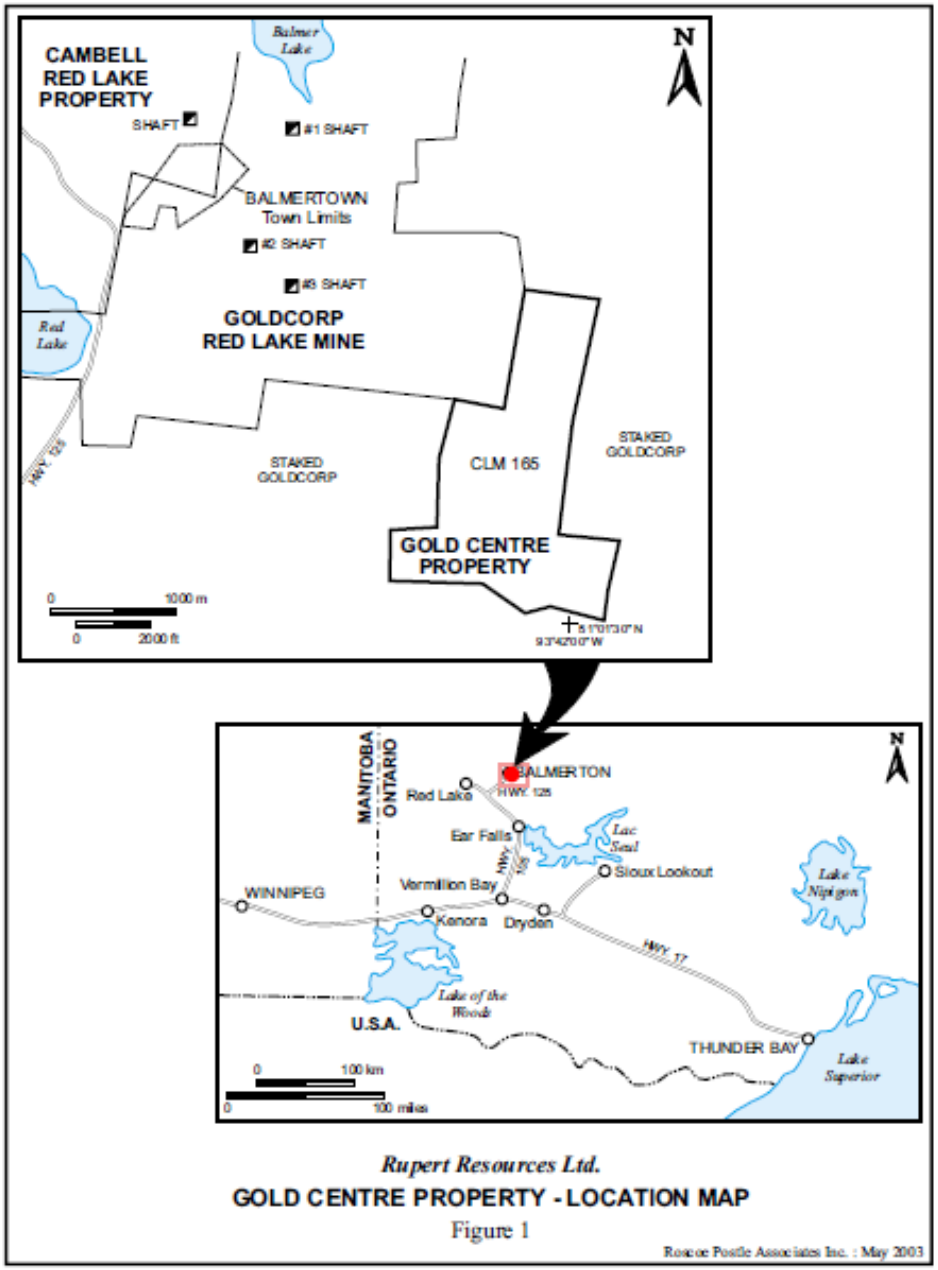

Figure 1. *Gold Centre Property – Location Map. Source: Wallis(2004).*

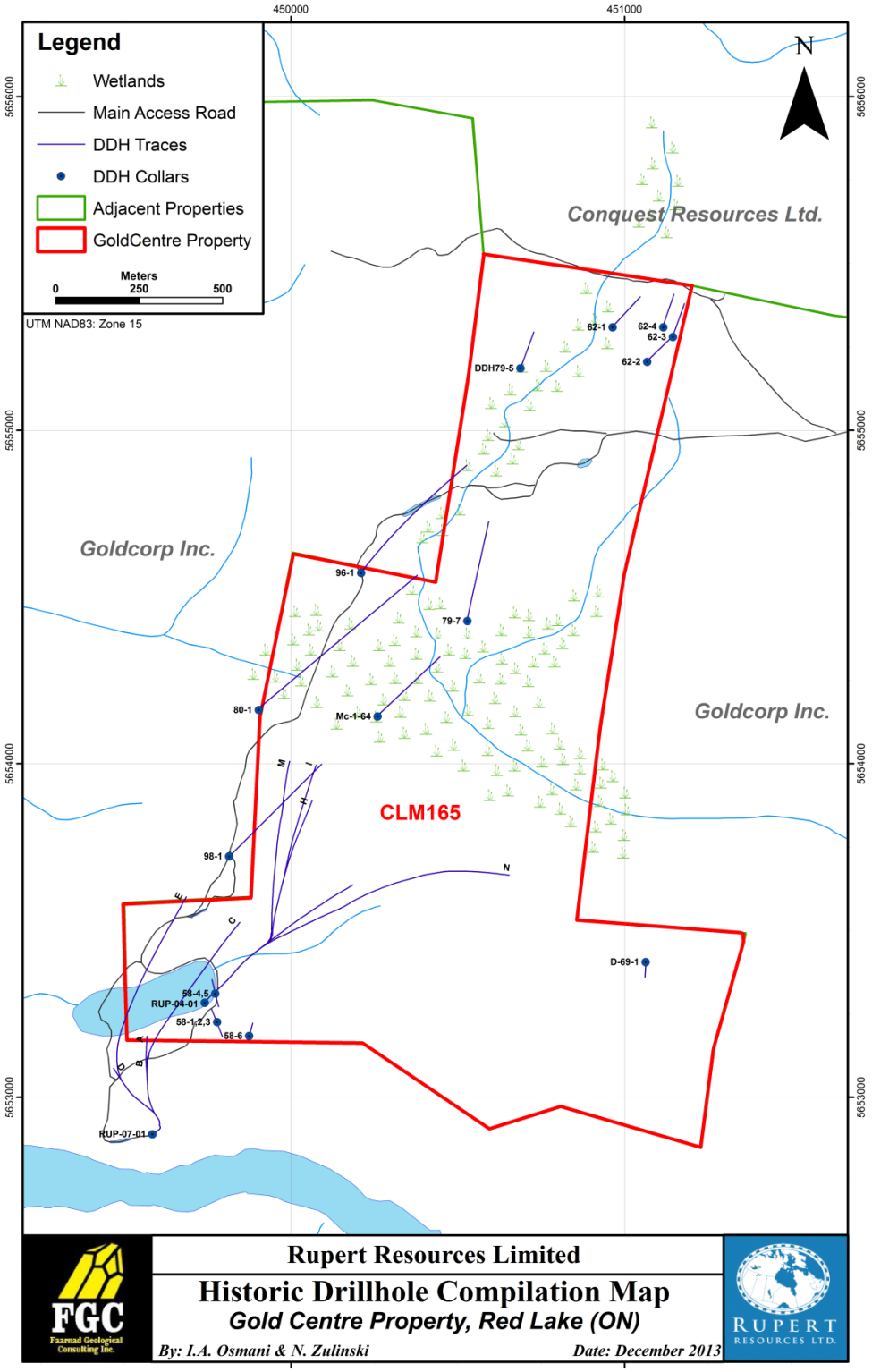

Figure 2. *Historic drill hole compilation map – Gold Centre Property. Source: Osmani and Zulinski(2013).*

5 Accessibility, Climate, Local Resources, Infrastructure and Physiography

5.1 Accessibility

The Property is accessed from Balmertown by combination of both forestry and mine roads. In the north, it is accessed via Goldcorp's mine road, located approximately 1.0 km east of Balmertown, and from there via Balmer Forestry Road (BFR). All-terrain vehicle (ATV) can provide good access via combination of both drill roads and bush trails within and adjacent to the Property. The southern part of the Property is accessed by boat from the public boat launching site at highway 125. From there one can cruise east for approximately 4 km along the Chukuni River followed by a 500 to 600 metre walk north leading into the southwestern corner of the Property. The BFR is a main access road through the Property and trends east-west across the northern portion of the Property and deviates north-south along the western boundary. The BFR is practical throughout the winter months via snowmobile in order to access the southwestern portion of the Property, however unserviceable throughout the remaining seasons with ATV or 4x4 pick-up trucks due to irregular and swampy terrain.

5.2 Climate

The climate in the Red Lake area is characterized by extremes in temperature and can range from –40° C in winter to +30° C in the summer. Precipitation ranges from a low of 30 cm in December to a high of 90 cm in the months of June and July. Total precipitation averages 60 cm with an average total snowfall of 150 to 200 cm.

5.3 Local Resources

The Red Lake district, a population of 4,700, is located at the end of Highway #105 which is 175 km north of Kenora on the Trans-Canada highway. The town is serviced by regular air flights from Thunder Bay and Winnipeg, 7 days a week. The local population includes skilled tradesmen and experienced underground miners. All necessary supplies are available locally or in Winnipeg and Thunder Bay.

5.4 Physiography

The terrain is characterized by swamps and low rolling hills with elevations ranging from 360 to 400 m above sea level. A thin veneer of glacial clay and till covers much of the area and outcrop is generally scarce. Overburden generally ranges from 0 to 15 m. Low swampy ground is covered by spruce and alder growth with the sandy ridges covered with birch and poplars.

6 History

The very early prospecting history is unknown but part of the Property was originally staked in 1945 by Ronal Red Lake Gold Mines Ltd. Geological and geophysical surveys were carried out in addition to trenching but no gold values were reported. Exploration history on the Gold Centre Property listed below has been quoted in part by Wallis (2004).

In 1957-58, J. E. Durham completed six holes (58-1 through 58-6) totaling 1,150 ft (350.80 m), in the southwest corner of the Property **(Figure 2)**. The holes intersected andesite with quartz-carbonate stringers. The northernmost hole intersected greywacke and conglomerate. No gold mineralization has been reported in any of the holes.

In 1962, Cochenour Williams Mines drilled four holes (62-1 through 62-4) totaling 2,034 ft (620.40 m) in the northeast corner of the Property **(Figure 2)**. The holes intersected sedimentary and mafic volcanic rocks. The sedimentary intervals included narrow intersections of cherty magnetite iron formation. Recent interpretation of the eastern Red Lake Camp by Sanborn-Barrie et al, (2001), suggests that these rocks belong to the Bruce Channel assemblage that disconformably overlies the Balmer volcanic (Wallis 2004). Samples were taken from quartz carbonate zones and sulphide sections but no results are provided in the logs.

In November 1964, Dickinson Mines drilled a –45° hole to 1,166 ft (355.60 m), which was deepened in 1965 to 1,493.5 ft (455.5 m) (Mc-1-64) **(Figure 2)**. The drill hole intersected rhyolite to 378 ft (115.3 m) and then black slaty sedimentary rocks cut by quartz porphyry and lamprophyre dikes. The hole ended in quartz porphyry. No significant mineralization is reported.

In 1965, geological and geophysical surveys were carried out on behalf Dickenson Mines Ltd.

In1969, a map showing INPUT anomalies was filed by D. A. Hutton. The same year, a ground magnetic and horizontal loop EM surveys were conducted in the southeast corner of the property (claim KRL-47692). These surveys revealed a strong ground conductor, which was drilled by "Touchdown Syndicate". The 257-ft (78.40 m) drill hole (D-69-1) **(Figure 2)** intersected felsic to intermediate metavolcanic rocks with occasional quartz-carbonate stringers, one of which returned 2.04 oz/t Ag over 0.9 ft (0.3 m) (Wallis 2004). An interval containing up to 35% sulphides which returned 1.1 oz/t Ag over 19.8 ft (6.04 m), is believed to be the cause of the airborne conductor (Wallis 2004).

In September 1978, the Ontario Department of Mines released an airborne EM and magnetic survey over the Red Lake area, including the Balmer Township. Of interest is the break in the regional high magnetic pattern (Wallis 2004). The current level of exploration in the region does not suggest a reason for this.

In 1979, Derry Michener & Booth carried out a program of geology and VLF-magnetometer surveys on behalf of Onaping Resources Ltd. (Onaping). The Property under option included adjoining ground to the east. On the subject claims, Onaping completed two holes (79-5 and 79-7) totaling 1,799 ft (548.70 m) **(Figure 2)**. The drill hole 79-5, totaling 502 ft (153.10 m), tested

a VLF conductor and intersected a sequence of sulphide iron formation, greywacke and quartz-pebble conglomerate. No significant gold or silver assays have been reported.

Drill hole 79-7 was designed to test the Balmer volcanic rocks hosting the Red Lake Mine mineralization. The 1,297 ft (395.60 m) hole intersected a sequence of greywacke, quartz feldspar porphyry, conglomerate, and argillite. The hole did not intersect the Balmer volcanic rocks. Occasional quartz-carbonate zones failed to return any gold or silver values. The cherty metasediments at 782.5 ft (238.7 m) and the quartz-pebble conglomerate at 948-971 ft (289-296 m) suggest these rocks belong to the Bruce Channel assemblage. Goldcorp has re-logged both holes (Wallis 2004). The re-logged hole 79-7 according to Wallis (2004) indicated a sequence of lithic tuffs, siltstones, wackes, dacite lapilli tuffs and conglomerates.

In 1980, Dickenson Mines Ltd and Onaping drilled a joint hole (80-01) on the western claim boundary designed to intersect the projection of the deep Dickenson mineralization at a depth of 2,000 ft (610 m) below the surface (Wallis 2004) **(Figure 2)**. The hole encountered drilling problems and was completed at a depth of 3,537 ft (1078.80 m) after using 12 wedges to control flattening. The hole did not encounter Dickenson type volcanics and remained in the sedimentary pile throughout its length. Narrow intervals of quartz veining or sulphides were sampled but no significant economic values were found. The best value yielded 880 ppb gold from a quartz vein hosted by quartz porphyry.

Other intersections of interest from hole 80-01 include: quartz-pebble conglomerate, 2554 to 2562 ft (779.0 to 781.4 m), 2646.5 to 2654.4 ft (807.2 to 809.6 m), 2682.6 to 2709.4 ft (818.2 to 826.4 m), peridotite intersections, 2675 to 2682.6 ft (815.9 to 818.2 m), 2709.4 to 2714.7 ft (826.4 to 828.0 m), 2741.7 to 2751.3 ft (836.2 to 939.1 m), 2761.3 to 2766.5 ft (842.2 to 843.8 m), carbonate breccia 2730.9 to 2734.9 ft (833 to 834 m), and a zone of bleaching 3165 to 3307 ft (965.3 to 1008.6 m), that is described by Larsen1(980), to be identical to the alteration found at the Red Lake Mine. Recent work at the Red Lake Mine suggests that the peridotite and Bruce Channel quartz-pebble conglomerates have a spatial relationship with the ore zones.

In 1996-98, Rupert acquired a 100% interest in the Property through a purchase and sales agreement with Croinor Exploration Inc. and Goldust Mines Ltd. (Wallis 2004). Under the Agreement, Rupert assigned a 50% interest in the property to Camp McMan Red Lake Gold Mines Limited. On September 17, 1996 and amended June 10, 1998, ITL Capital Corporation ("ITL") acquired an option to earn a 50% undivided interest in the Gold Centre Property. A deep drilling program was initiated by Rupert and ITL in November 1996. At this time, drill hole 96-1 was collared approximately 4,000 feet (1,220 m) southeast of Goldcorp's Inc. 13th level ore zone, which trends to the southeast **(Figure 2)**. It was an attempt to test for the possible extension of the Red Lake Mine ore zones at depth. Hole 96-1 intersected mafic metavolcanic rocks of the possible Balmer assemblage at a vertical depth of 3,200 ft (976 m). Drilling ended in March 1997, at a depth of 5,520 feet (1,683.6 m), and assay results were reported to show intermittent anomalous values within the mafic metavolcanic rocks (Blackburn et a. 1998). There was plan to drill wedge holes from 96-1 but were put on hold pending drilling a second vertical hole further to the south (Canada Stockwatch, April 15, 1997, Blackburn et al. 1998). In 1998, Rupert and its former joint venture partner ITL completed a second hole. Hole 98-1 was located south of 96-1 and drilled to a depth of 6,004 ft **(Figure 2)**. The hole, started at a dip of -90°, was abandoned

after a second attempt to go beyond 6,000 ft was unsuccessful. The favourable Balmer volcanics were not intersected as the hole flattened and remained in the overlying sediments. There have been no economically significant gold values reported (Wallis, 2004).

In 2004, Rupert carried out a drill program comprised of a mother hole RUP-04-01 and four wedged-off-daughter holes from it (Rupert, 2007), totalling approximately 6,161 metres, located in the southwest corner of the Property **(Figure 2)**. The holes were intended to intersect the favourable Blamer mafic metavolcanic sequence that potentially host the extension of the Red Lake Mine ore zones at depth. The drill program achieved partial success as the majority of the holes intersected the favorable mafic metavolcanics, in addition to the volcano-sedimentary rocks of the Confederation and Huston assemblages. The assay results were reported to show intermittent anomalous gold values in the mafic metavolcanic rocks with the highest gold value yielding 0.29 g/t gold over 0.70 metres.

In 2007, Rupert attempted to intersect the favorable Balmer volcanic hosting the Red Lake Mine ore zone once again, however at much greater depths than previously achieved in 2004. The drill program was comprised of one mother hole RUP-7-1 and a wedged-off-daughter hole (Rupert, 2008), totalling 5,211 metres. The mother hole was collared 280 metres south from the southwest end of the property **(Figure 2)**. Both the mother hole and daughter hole successfully intersected the Balmer mafic metavolcanics but no significant gold mineralization was obtained in these rocks. However, a diorite unit, intersected up-hole by both the mother and a daughter hole yielded anomalous gold values consisting of 2.28 g/t gold over 0.60 metres, 1.45 g/t gold over 0.70 metres, and 1.41 g/t gold over 0.50 metres. The diorite intrusion, which has been emplaced at depth just outside the southwestern Property boundary and within the Confederation assemblage, does not outcrop either on or adjacent to the property boundary.

In 2013, Rupert carried out a surface exploration program consisting of line-cutting, geophysical induced polarization (IP) and magnetic surveys, geological mapping and whole-rock geochemical sampling on selected parts of the Property.

The 2013 surface exploration program revealed the prolific Balmer mafic metavolcanic is predominantly comprised of massive and pillowed flows located in the northern portion of the Property. The Balmer mafic metavolcanics are interpreted to have been unconformably overlain by the clastic metasedimentary rocks of the Huston assemblage spanning the central portion of the Property, but was not witnessed due to scarce bedrock exposure. The recent mapping program in conjunction with historical data has revealed the southern-half of the Property is underlain by mafic and intermediate to felsic metavolcanic rocks of the younger Confederation assemblage. Whole-rock geochemical analysis from samples taken from drill core and the field in 2013 have shown the Balmer mafic metavolcanic rocks are high-iron to high-magnesium tholeiite basalts while the mafic and intermediate to felsic metavolcanic rocks of the Confederation assemblage are calc-alkaline basalt to andesite and dacite to rhyolite, respectively. A total of twelve samples were collected for assays including: mafic metavolcanic, conglomerate and quartz vein material. However, samples retuned trace levels of gold to below detection limit.

Following the geophysical IP survey, a total of 9 anomalous trends have been interpreted by Abitibi Geophysics. Three of which demonstrate strong to very strong IP anomalies identified on

in the North Grid of the Property; two of which have the chargeable and low resistivity (conductive) signatures indicative of sulphide mineralization source potentially associated with complexly folded/faulted contact between the Huston conglomerate and Balmer mafic metavolcanic rocks. It has been suggested by Abitibi Geophysics these two particular anomalies may extended up to 650m in depth from the surface of the contact zone based on the chargeability and resistivity inversion models. Additionally, a very strong chargeability trend has been identified on the South Grid of the Property, and has been interpreted by Abitibi Geophysics to be a magnetic source as it coincides with a strong magnetic anomaly.

7 Geological Setting and Mineralization

7.1 Regional Geology

Within a regional context, the Property is situated in the southeastern Red Lake Greenstone Belt ("RLGB") within the western Uchi Subprovince of the Superior Province in the Canadian Shield **(Figure 3 through Figure 6)**. The Uchi Subprovince, bounded to the north and south by the granitoid-dominated Berens River and sedimentary-dominated English River Subprovinces, is an eastward-trending region of metavolcanic and lesser metasedimentary rocks forming a semi-continuous supracrustal network interweaving around granitoid batholiths and plutons (Stott and Corfu, 1991). The southern boundary of the Uchi Subprovince with the English River Subprovince is marked by the Sydney Lake-St. Joseph Fault and the northern boundary is gradational with the Berens River Subprovince.

The supracrustal rocks of the Uchi Subprivince are informally subdivided into several greenstone belts as shown in **Figure 4**. The Subprovince is volumetrically dominated by volcanic rocks ranging in age from 2.7 to 3.0 Ga (Corfu and Wallace, 1986). The younger volcanic rocks (2.7 Ga) are mostly found south and east of Lake St. Joseph and farther east in the southern Miminiska-Fort Hope greenstone belts in the eastern-half of the Subprovince. The oldest volcanic rocks (2.8 to 3.0 Ma), along with younger rocks (2.7 Ma), occur predominantly in the western parts of the Subprovince, stretching from the western flank of the Birch-Uchi greenstone belt via the Red Lake greenstone belt to farther west in parts of Manitoba (Corfu and Andrews 1987, Turek et al. 1989, Stott and Corfu 1991). The Uchi Subprovince is characterized by thick sequences of basaltic flows as in the older Balmer assemblage (2964-2992 Ma) of the RLGB, and mafic to felsic volcanic cycles dominated bimodal volcanism as in the younger Confederation assemblage (2733-2748 Ma). Komatiitic volcanic rocks are rare and mostly known to occur within older sequences (>2900 Ma) in the western-most Uchi Subprovince in Ontario (e.g., RLGB).

The RLGB is subdivided into several distinct tectonic assemblages (Sanborn-Barrie et al., 2001). From oldest to youngest, these assemblages include: the Balmer assemblage, Ball assemblage, Slate Bay assemblage, Bruce Channel assemblage, Trout Bay assemblage, Huston assemblage and the Confederation assemblage. The Balmer, Bruce Channel and a newly recognized Huston assemblage are particularly important to the Red Lake area gold mines and deposits. The Balmer assemblage (2964-2992 Ma) is predominantly composed of massive to pillowed tholeiitic basalts, komatiites and komatiitic basalts and encompasses approximately 50% of the volcanic

belt. Gold mineralization in the camp is primarily associated with the upper portion of the Balmer assemblage.

The Ball assemblage (2925-2940 Ma) occupies the northwestern-most corner of the RLGB. It is composed of komatiitic to tholeiitic basalt interlayered with calc-alkaline intermediate to felsic pyroclastic units. Close to the stratigraphic top are dolomitic marble-chert beds, which partly encircle this assemblage and lie on strike with chert-magnetite iron formation beds (Riley 1972, 1975). The carbonate beds contain stromatolites (Hofmann et al., 1985), one of the few documented stromatolite occurrences in the Superior Province (e.g., North Caribou Greenstone Belt (Breaks et al., 2001).

The Slate Bay assemblage (<2916 Ma) is predominantly sedimentary package which consists of interlayered feldspathic wacke, lithic wacke with lenses of quartz-rich pebble-cobble conglomerates and quartz arenite.

The Bruce Channel assemblage (2894 Ma) disconformably overlies the Balmer assemblage towards the eastern portion of the RLGB. It is comprised of intermediate volcaniclastic rocks overlain by chert-pebble conglomerates, greywackes, siltstones, and quartz-magnetite iron-formations. The Bruce Channel sequences are overlain by 2853 Ma old basaltic and gabbroic rocks of Trout Bay assemblage.

The Trout Bay assemblage (2853 Ma) is composed of a lower tholeiitic basalt sequence with associated gabbroic rocks overlain by fine-grained clastic metasedimentary rocks (wacke and argillite) interlayered with minor intermediate pyroclastic rocks and chert-magnetite iron formations. These rocks are overlain by tholeiitic pillowed basalts. The Trout Bay assemblage may be correlative with Woman assemblage of Confederation Lake Greenstone Belt (Lichtblau and Storey, 2013).

The Confederation assemblage (2733-2748 Ma), occurring both within and outside the RLGB, consists of complexly interbedded and interdigitated massive to pillowed calc-alkalic basalt, variolitic basalt and andesitic flows with plagioclase or amphibole phenocrysts. Locally, dacitic to andesitic and rhyolitic thick deposits of pyroclastics and lava flows comprise the Confederation assemblage. The Confederation assemblage of the Confederation Lake Greenstone Belt, characterized by bimodal volcanic Cycle III of Thurston (1981, 1985) is host to a volcanic-associated massive sulphide ("VMS") mineralization at the former South Bay Mine (1.6 Mt mined @2.5% copper, 14% zinc and 120 g/t silver), located approximately 80 kilometres east of Red Lake.

The newly recognized sedimentary Huston assemblage (2743-2747 Ma) is characterized by argillites and greywackes with an extensive polymictic conglomerate unit consisting of chert, jasper, green mica, altered basalt and iron-carbonate vein clasts. The Huston assemblage conformably to unconformably overlies the McNeely volcanic sequence (2742-2748 Ma) and underlies the Graves volcanic sequence (2733 Ma) (Sandborn-Barrie et al., 2004), both belong to the Confederation assemblage. Detrital zircons giving single age peaks of 2743 and 2746 Ma at the Cemetery and Madsen sites, respectively, indicating single source derivation from erosion of pre-existing Confederation age rocks, and deposition after ca. 2743 Ma (Lichtblau and Storey,

2013). In the Campbell-Red Lake Mine area, the conglomerate defines the interface between the Balmer or Bruce Channel assemblages and the Confederation assemblages. Detrital zircon from the conglomerate on the 16 Level of the Red Lake Mine defines a single population with a mean age of 2747+/-4 Ma (Dubé et al., 2004). This implies the former two assemblages were exposed at surface by 2747 Ma (Lichtblau and Storey. 2013).

The presence of andalusite-rich and carbonate vein clasts set within unaltered matrix of the conglomerate unit suggests that there was a period of at least some aluminous and carbonate alteration prior to deposition of the Huston conglomerate (Dubé et al., 2004). An example of this was also observed by Osmani and Zulinski (2013) in one conglomerate outcrop on Rupert's Gold Centre Property. Here the conglomerate in one area comprised of block-size carbonate vein clasts and iron-carbonate alteration nearby within a pebble conglomerate adjacent to the contact with a fine clastic unit. The fine clastic unit is not affected by this alteration. The position of colloform-crustiform iron-carbonate and minor quartz veins in the Campbell-Red Lake deposit underneath the interpreted unconformity indicates part of a protracted hydrothermal alteration event spanning pre- to post-Huston assemblage time (Dubé et al., 2004).

Mafic and ultramafic intrusions are common throughout the older sequence (e.g., Trout Bay assemblage - 2853 Ma) but are often difficult to distinguish from their flow rock counterparts, particularly gabbros from coarse mafic flows. Several episodes of pre- to syntectonic and post-tectonic felsic plutonism occurred from 2700 to 2734 Ma in the RLGB. The pre- to syntectonic granitoids intruding along the external margins of RLGB are: the Little Vermillion Lake (2731 Ma) and Hammell Lake (2717 Ma) batholiths emplaced in the North; the Douglas Lake pluton (2734 Ma) and Trout Lake batholith along the west and east, respectively. The two post-tectonic granitoid intrusions, the Walsh Lake pluton (2699 Ma) intruding within the Trout Lake batholith along the northeastern margin and the Killala-Baird batholith (2704 Ma) emplaced along the southeastern margin of the belt.

The supracrustal rocks of the RLGB have also been intruded internally by variety of late- to post-tectonic felsic to intermediate stocks and dikes, such as the Howey Diorite located just east of Red Lake and the McKenzie and Dome stocks in the centre of the belt. All these stocks host past gold producers. The Howey Diorite is associated with the former Howey and Hasaga gold mines (Wallis, 2004). The McKenzie stock (2720 Ma) varies from diorite to granodiorite in composition. The Dome Stock (2718 Ma), which is composed of biotite and hornblende granodiorite to trondhjemite, postdates local isoclinal folding within the belt but yet affected by local auriferous shear zones. The Dome stock has intruded at the junction of several volcanic assemblages and discordantly cuts the boundary between the Balmer and Confederation assemblages.

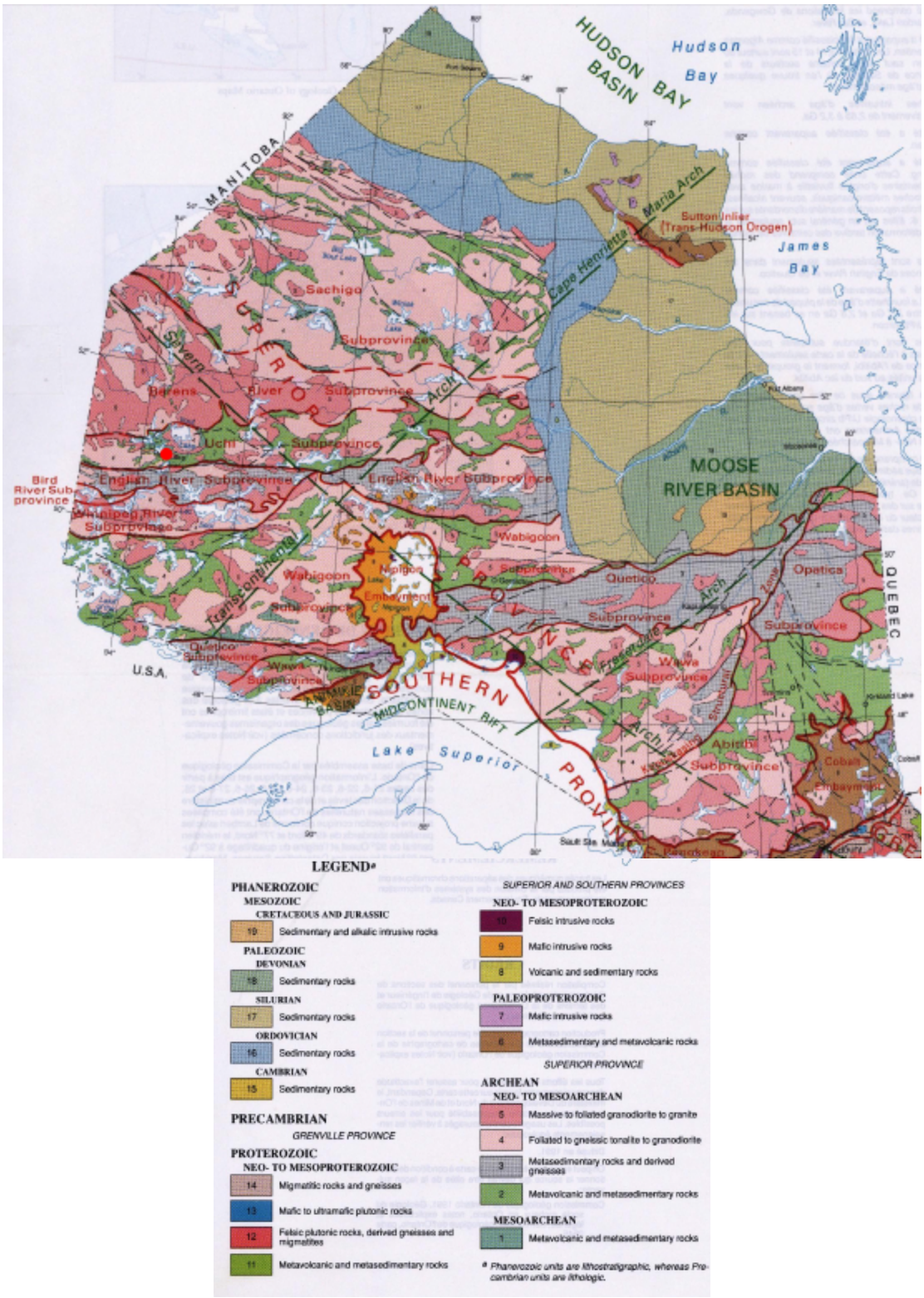

Figure 3. *Map showing the setting of Uchi Subprovince within the Superior Province in Ontario. The red dot indicates the location of Gold Centre Project. Source: OGS Map 2545 (1991).*

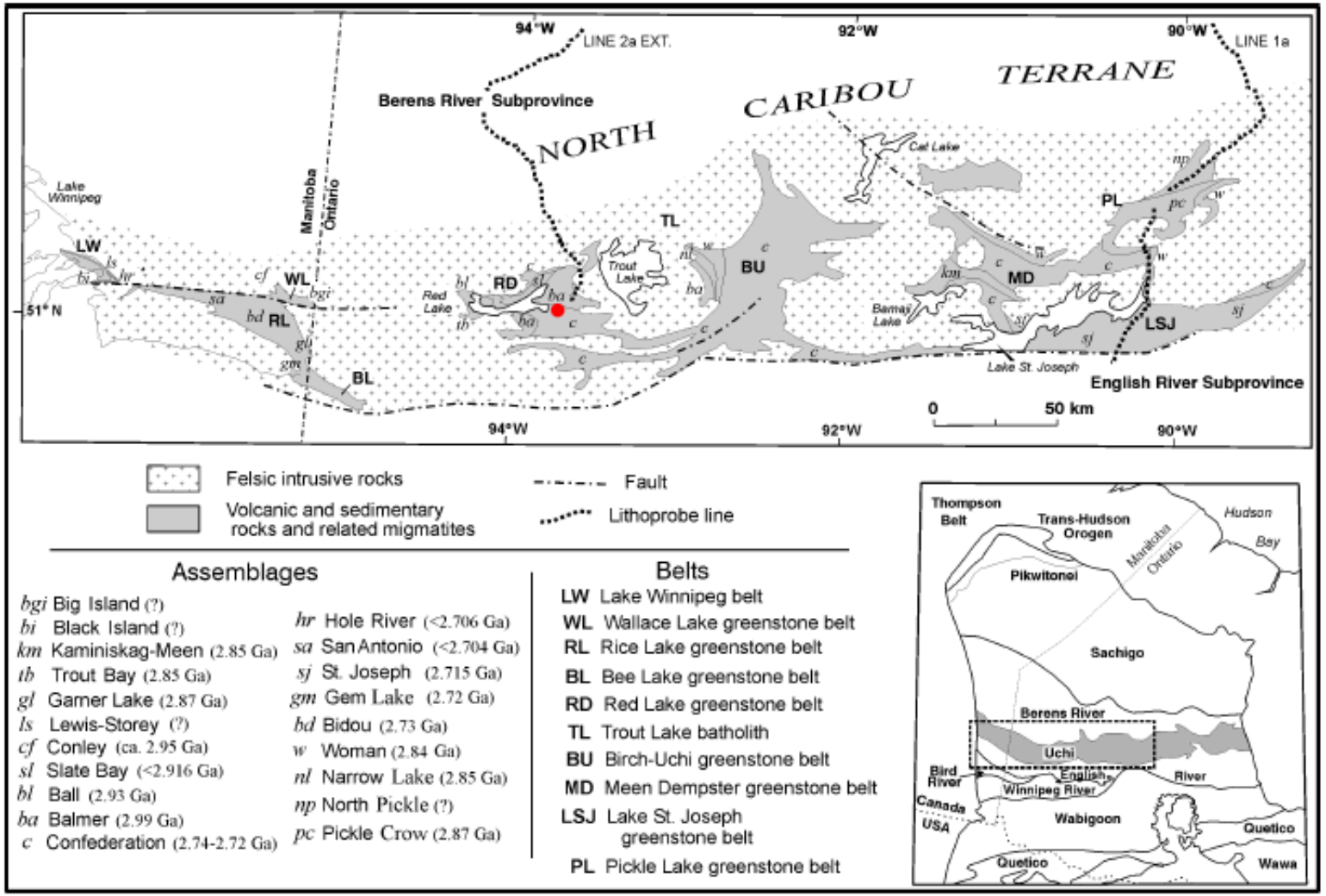

Figure 4. *U-Pb zircon ages of the greenstone belts within the western Uchi Subprovince. Source: Percival et al. (2000).*

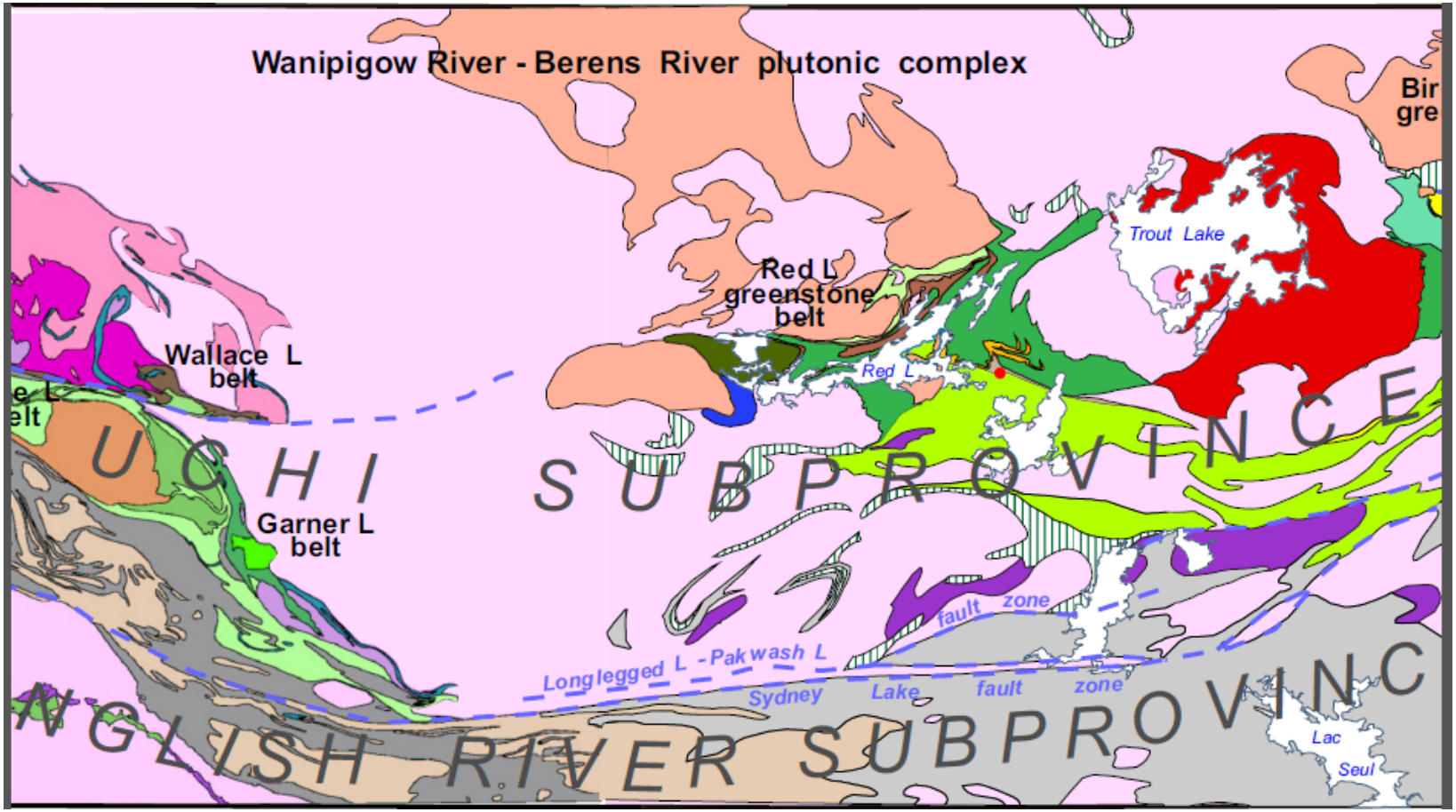

Figure 5. *Map showing location and setting of Red Lake Greenstone Belt within the western Uchi Subprovince. Red dot indicates the project location. Source: GSC Compilation map of Western Uchi Subprovince (Digital database).*

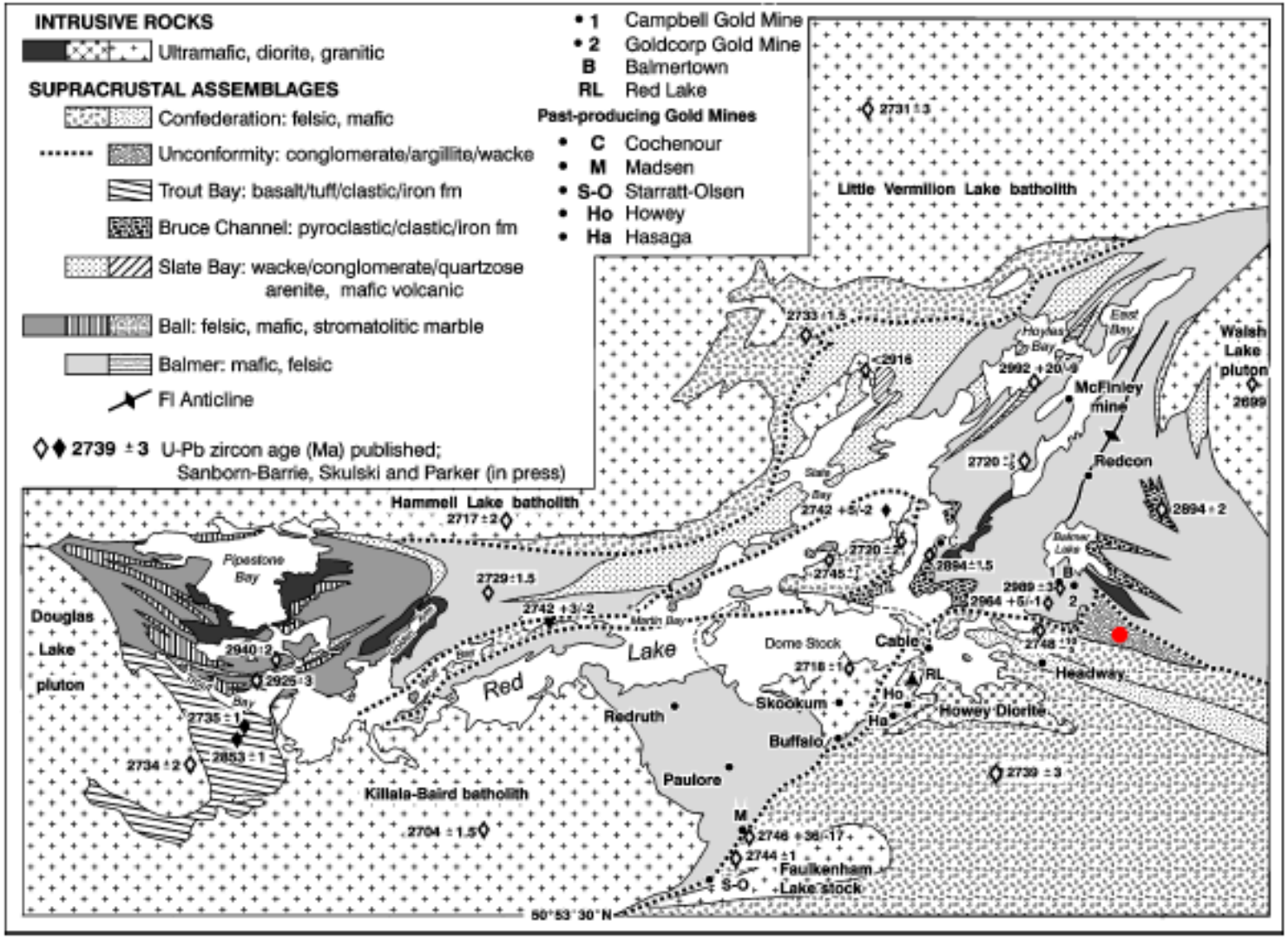

Figure 6. *General geology of the Red Lake Greenstone Belt (RLGB). Red dot indicates the project location. Source: Parker (2000).*

7.1.1 Regional Structures

The RLGB is a collage of tectono-stratigraphic assemblages, juxtaposed along fault boundaries that lie within the deformation zones **(Figure 7)**. Most of the assemblages are composed of steeply dipping, multi-kilometre-thick panels of strata, with each panel facing in a consistent direction. The strata dips subvertically or verge toward the external batholiths. The schistosity in the belt is parallel to the contacts with the external batholiths and contains mineral elongation lineations and shape lineations that plunge downdip, probably reflecting strain imposed upon the belt by external plutons. These structures are overprinted by discrete shear zones in the deformation zones.

Large-scale, tight folding occurs in the eastern part of the belt. It is traced within the Bruce Channel assemblage by magnetite-iron formation layers in the upper sedimentary units of this assemblage. The tectonic boundary between the Bruce Channel assemblage and the overlying Balmer assemblage is likewise folded. This fold pattern conforms to the margin of the Trout Lake batholith and is attributed to buckling during emplacement of the large, crescent-shaped Walsh Lake pluton within the batholith.

Faults are generally evident between the Balmer and Ball assemblages, and between the Confederation and other adjacent assemblages. At Trout Bay of Red Lake, the fault boundary between the Balmer and Ball assemblages separate oppositely facing volcanic strata of contrasting composition and age. The boundary between the Confederation and Balmer assemblages is marked by the Flat Lake-Howe Bay deformation zone, which includes the Austin Shear Zone.

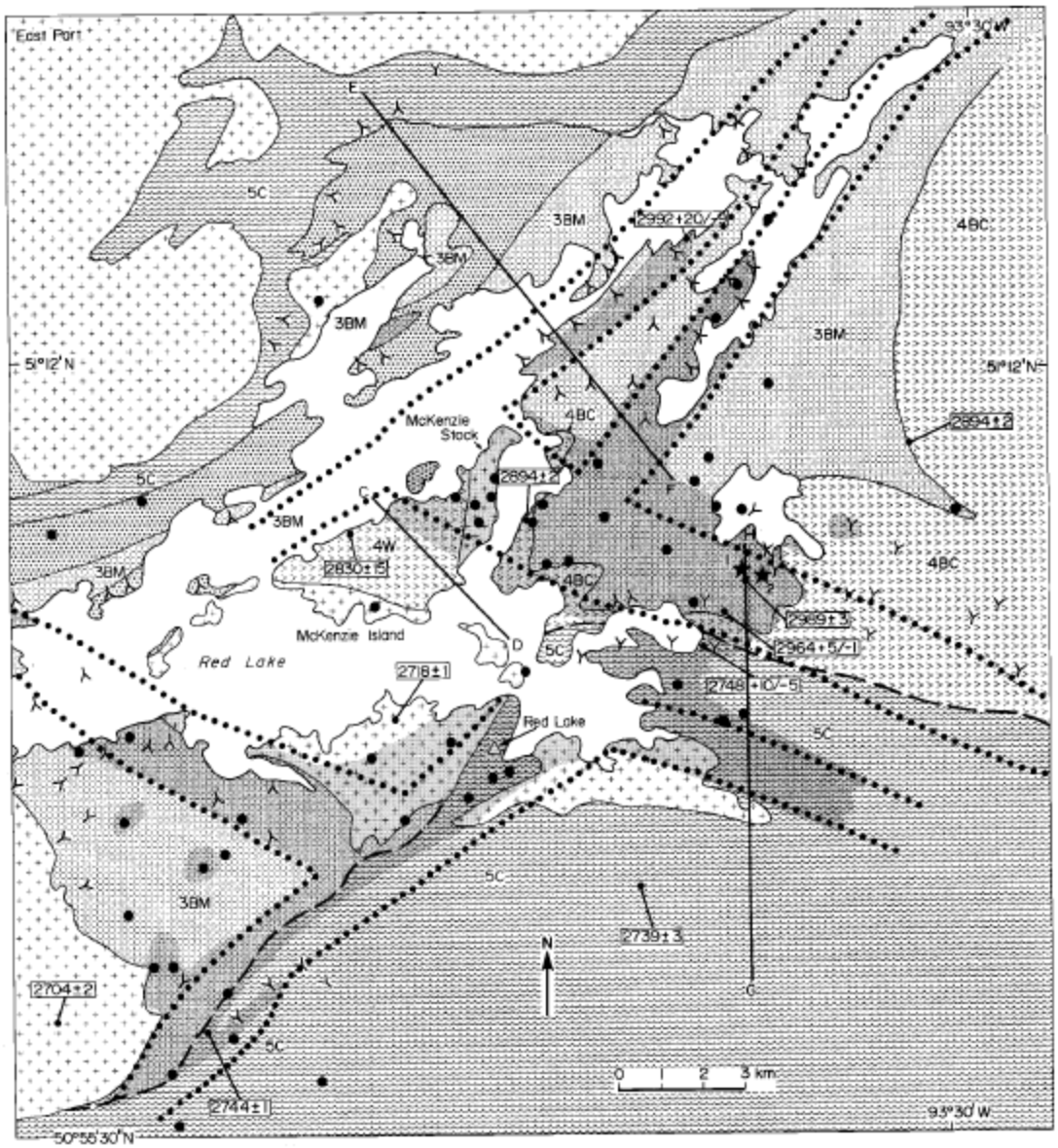

Figure 7. *Map of Tectonic assemblages showing deformation zone boundaries within the RLGB. Source: Stott and Corfu (1991).*

7.1.2 Regional Alteration and Gold Mineralization

The majority of gold deposits in the RLGB are quartz and arsenopyrite-rich selective replacement zones of colloform iron carbonate (ferroan-dolomite) veins and breccias. The following description with respect to the alteration history of the Red Lake gold camp is excerpted from Lichtblau and Storey (2013). "The belt has been affected by a large-scale (10's of kilometres) hydrothermal alteration system. Strong to intense, distal calcite alteration affected virtually every lithology in the belt. Less extensive (kilometre-scale), proximal, strong to intense iron-carbonate and potassic alteration are known to host almost all significant gold mineralization in the Red Lake camp. Carbonate alteration affects both the Dome (2718 Ma) and Mckenzie (2720 Ma) stocks and is overprinted by calc-silicate, skarn-like alteration formed

during the emplacement of Killala-Baird batholith (2704 Ma) and Walsh Lake pluton (2699 Ma). The significant carbonate alteration event thus can be bracketed between 2718 and 2704 Ma. This is the period of D2 deformation that resulted in a dominantly east- to northeast-striking foliation that refolds F1 folds. The preceding D1 event that resulted in forming a north-trending foliation is axial planar to F1 folds. Multiple stages of carbonate alteration and veining have been recognized, indicating continuous carbonatization during D2 deformation".

"Potassic metasomatism is characterized by sericite/muscovite alteration in greenschist-facies rocks; in ferroan-dolomite altered ultramafic rocks fuchsite occurs instead of sericite. Potassic alteration in amphibolites-facies mafic and ultramafic rocks takes the form of pervasive biotite+/-muscovite. Biotite altered zones in amphibolites-facies rocks are characterized by aluminosilicate mineral assemblage (andalusite-staurolite-cordierite)".

7.2 Property Geology

The Gold Centre Property is ideally located within the prolific Balmer (2964-2992 Ma) and Huston (2743-2747 Ma) assemblages of the Red Lake greenstone belt. Mafic metavolcanic rocks, believed to represent the Balmer assemblage, are exposed within the most-northeastern part of the property and on the adjacent claims held by Conquest Resources Ltd. and Goldcorp Inc. The Balmer mafic metavolcanic ("BMV") is host to gold mineralization at the Goldcorp's Red Lake Mines. The following description of the Gold Centre Property geology has been taken from Osmani and Zulinski (2013) upon completing Rupert's 2013 exploration program. All major rock types and structures mapped by Osmani and Zulinski (2013) are shown in **Figure 8**.

7.2.1 Balmer Assemblage

7.2.1.1 Balmer Mafic Metavolcanic Rocks

The 2013 bedrock mapping by Rupert revealed the BMV is mainly comprised of massive and pillowed flows on the property (Osmani and Zulinski, 2013). These flows are green to greenish-gray and fine-to-medium- grained. Medium-to-coarse-grained flows, both massive and pillowed, also occur along the northern property boundary. Pillowed flows are moderately to strongly deformed however, relatively preserved pillows in a few instances displaying stratigraphic younging towards the southwest. Foliation generally strikes northwest-southeast and dips steeply (68-75 degrees) to southwest. Locally, strong to penetrative foliation leads in to development of mylonitic fabric.

The BMV is interpreted to have been unconformably overlain by the Huston metasedimentary assemblage. However, this was not witnessed during the 2013 mapping program due to the glacial cover blanketing virtually the entire northern-half of the property. However, the structural data, such as the pillow facing directions close to the alleged contact area, and geochronological evidence elsewhere within the RLGB support the interpretation.

Compiled historical drillhole data (e.g., 96-1, RUP-04-01 and RUP-7-1) by Osmani and Zulinski (2013) for this area further supports this interpretation **(Figure 9)**. A geological cross section along the line A-B (southwest-northeast direction) in **Figure 9** indicates variable vertical depths

(approximately 966m – 3042m) of the BMV underlying the Huston and Confederation assemblages. The vertical depth extent, ranging from 430 to 575m, is estimated for the BMV from a nearest surface exposure at L4+40E/9+60S to historical drill hole 96-1. Geological interpretations in **Figure 9** also suggest a possible folded/sheared contact between the Huston sediments and BMV both on and adjacent areas to the Property. The greatest depth to the BMV is noted in the southwestern part of the property where the BMV has been intercepted at approximately 3042 metres and 2467 vertical metres in drill holes RUP-7-1 and RUP-04-01, respectively.

7.2.2 Huston Assemblage

7.2.2.1 Clastic Metasedimentary Rocks

The central part of the Property is predominantly underlain by clastic metasedimentary rocks of the Huston assemblage, which has been interpreted to unconformably overlie the Balmer assemblage. However, no unconformity/disconformity was observed during Rupert's 2013 field mapping program. The contact area has extremely poor exposures due to widespread presence of thick glacial cover and swamps masking almost the entire Property. Only one outcrop of BMV was mapped at L4+40E/9+60S near the interpreted contact zone between the Balmer and Huston assemblages. This BMV outcrop is surrounded by polymictic conglomerate outcrops on two sides between grid lines L4E and L6E. These outcrops partly combined with drilling and geophysical data are the only basis for this interpreted contact zone.

The lower contact of the Huston assemblage with the Confederation assemblage is not exposed. However, a west-northwest-trending ridge, interpreted by Osmani and Zulinski (2013), could potential be the contact between the Huston and Confederation assemblages. The ridge separates the Huston sediments in the north underlain by a large low-lying swamp, from predominantly intermediate to felsic metavolcanic rocks of the Confederation assemblage south of the ridge. The ridge may perhaps be a fault structure separating the two contrasting lithological assemblages.

The clastic metasedimentary rocks on the Property are informally subdivided into two groups: 1) a coarse clastic metasedimentary group represented essentially by a polymictic conglomerate unit, and 2) a fine clastic metasedimentary group of turbiditic sequence.

Coarse Clastic Rocks (Conglomerate)

The coarse clastics are essentially represented by the polymictic conglomerate unit on the Property. Two relatively narrow bands of conglomerate occur within a volumetrically extensive turbiditic sedimentary package. These two bands are informally called, the ***North*** and ***South bands*** (Osmani and Zulinski, 2013). Compiled from historical drilling data in **Figure 9** indicates the coarse and fine clastic units occur interbedded or intercalated and often alternate with each other at variable scales. The conglomerates, with few exceptions, are generally characterized by having narrow widths, ranging from few cm to tens of meters. It is possible that additional bands of conglomerates may be found within the turbiditic metasedimentary sequence. However, thick

glacial cover and low-swampy areas are major obstacles in finding additional exposures on surface.

Only four outcrops of conglomerate, occur within the North band on the Gold Centre Property. Two outcrops were mapped by Rupert in 2013 on the adjacent Goldcorp's property. Only two outcrops define the South band and occur approximately 150 m south of the main access road on the Property.

All four outcrops of conglomerates mapped within the North band occur between the grid lines L4+00E and L6+00E along the main access road on the Property. One of the largest of all four outcrops is located at L5+85E/9+50S (UTM 450953mE/5655026mN). This is a polymictic conglomerate outcrop which is comprised of pebble to boulder size angular clasts of chert, quartz, fine clastic sediments, felsic and mafic metavolcanic rocks. The conglomerate is unsorted and generally clast-supported wherein the larger clasts (boulder-size) containing pebbles and cobbles set within the matrix of granules (<1-2 mm) of larger clasts. Volumetrically, cherty and felsic clasts are predominant in terms of clast population followed by the clasts of fine clastic metsedimentary and mafic metavolcanic rocks. The metasedimentary clasts often occur as large rafts or blocks ranging in size from less than a metre to several metres long. This outcrop is host to some of the largest, randomly oriented rafts and blocks of fine clastic metasediments that are not found elsewhere on the Property. The sedimentary rafts/blocks are represented by laminated to thinly bedded siltstone-argillite units. In addition, there is a rare display of intensely iron-carbonatized clasts-bearing (quartz-carbonate vein or other altered rock material) polymictic conglomerate unit on the north side of the main access road. This is a relatively small exposure of the conglomerate containing two large iron-carbonatized clasts (up to 25-30 cm across) along with siltstone and argillite clasts. Variably oriented, hair thin to millimetre scale sulphidic and quartz-calcite stringers, although crosscutting the individual iron-carbonatized clasts, do not extend into the neighbouring clasts of the same or other protoliths. The iron-carbonate alteration is also noted within a pebbly conglomerate unit occurring along the contact with a siltstone unit. This site is only few metres north of the conglomerate exposure displaying the two large iron-carbonate clasts. The siltstone unit is not affected by the iron-carbonate alteration.

The predominance of large size, compositional heterogeneity and angularity of the clast population suggests close proximity to multiple sources for clast population of the conglomerate. The unit could possibly be a debris flow.

Complex folding of undetermined fold symmetry occurs at the north end of this outcrop. The conglomerate at this location, in contact with a narrow band of turbidites (siltstone-wacke-argillite), is rotated around from northeast-southwest (220º/80º) to southeast-northwest (125º/70º) direction suggesting the possible presence of a parasitic fold of Z-symmetry in this area. The outcrop is also host to a northwest-striking (318º/60º), 7 to 10 metre wide deformation zone consisting of a series of closely-spaced (~6 cm apart), strong to intense brittle faulting/fracturing deforming the conglomeratic host. These fault structures show a dextral (right-hand) sense of horizontal displacement of the earlier tectonic fabric, bedding and larger clasts (cobble to block size) that comprises the conglomerate unit. The two outcrops of polymictic conglomerate observed on Goldcorp's claims, located approximately 425 m

northwest from the western claim boundary, display similar complex folding of the polymictic conglomerate unit.

The two polymictic conglomerate outcrops on L4+00E on both sides of the main access road comprised of pebble to cobble size clasts of chert and felsic composition and are set within a siliceous arkosic (quartz and feldspar) matrix. The matrix is composed of granules (<1mm - 2mm) of larger clasts. The outcrop displays sulphide burns and contains 1 to 3% disseminated pyrrhotite±pyrite spread throughout the rock. The pyrrhotite is moderately magnetic which correlates with relatively strong magnetic anomaly in this area.

The ***South band*** is comprised of two small outcrops of conglomerate: one outcrop is situated at L4+00E/13+25S and the other at L3+00E/13+50S. Both outcrops are of polymictic conglomerate consisting of subangular to angular, pebble to cobble size clasts of chert, felsic, and minor mafic composition. Matrix to these clasts are comprised of mostly quartz-rich granules (quartz arenite). Rare centimetre-scale quartz veining occurs, although they are devoid of any sulphide mineralization.

The conglomerates of the South band differ from their northern counterparts in that they are predominantly comprised of pebble-size clasts, show limited compositional heterogeneity, and mostly subangular. In addition to these differences, the clast population in the South band seem to be lacking larger clasts (boulder-size) which are quite common in the North band wherein they comprise significant amount of the clast population. These differences between the two types of conglomerates are apparently the function of their compositional heterogeneity and relative distance from the source rock. The conglomerates belonging to the North band apparently have drawn their clast population from the sources proximal to the site of their deposition. This interpretation is strictly based on the field observation of the largest outcrops on grid line L5+00E/9+50S wherein notable predominance of a larger clast population (boulders-size clasts and rafts) was noted. Also, the clast population within the northern conglomerates shows a strong compositional diversity than their southern counterparts, which is also to suggest that the northern conglomerates are derived from multiple provenances.

Fine Clastic Rocks

The fine clastic metasedimentary rocks are rarely exposed on the Property. Only one outcrop along the main access road occurs half-way between the grid lines L3+00E and L4+00E. Minor amounts of these rocks occur in association with conglomerates as described above. Three-quarters of the area which are supposedly underlain by the fine clastic metasedimentary rocks is covered by both cedar and open swamps, and the remaining one-quarter by the glacial and recent deposits. The fine clastic metasedimentary rocks are mostly turbidites which consist of fine-to-coarse-grained arkosic wacke and fine to very fine-grained siltstone and argillites. Since these rocks are virtually unexposed on the property, the majority of the information has been derived from historic drillhole data (e.g., 96-1, 80-1 98-1, RUP-04-01 and RUP-7-1) **(Figure 9)**.

7.2.3 Confederation Assemblage

The southern-half of the Property is underlain by mafic and intermediate to felsic metavolcanic rocks of the Confederation assemblage (2733-2748 Ma).

7.2.3.1 Mafic to Intermediate Metavolcanic Rocks

Rupert's 2013 field mapping (Osmani and Zulinski 2013) and compiled historic geological information revealed the most southern part of the Property area is underlain by massive to pillowed and amygdaloidal mafic flows. An outcrop of pillowed lava mapped along the main access road in the southwestern corner of the Property suggests stratigraphic younging facing to the south.

7.2.3.2 Intermediate to Felsic Metavolcanic Rocks

The intermediate to felsic metavolcanic rocks underlie the northern-half of the southern portion of the Property. Its northern contact with Huston sedimentary sequence is marked by a northwest-trending ridge as discussed above in the preceding section. The intermediate to felsic metavolcanic rocks consist of massive aphyric to quartz-phyric flows and fragmental deposits. The fragmental rocks, which are probably reworked pyroclastics, consist of tuff to lapilli tuff size fragments. Minor tuff breccia fragments are often associated with lapilli tuff units. The coarser units (lapilli tuff and tuff breccia), which are mainly comprised of strongly deformed (flattened) lapilli to breccia size fragments of intermediate to felsic composition, occur within quartz-phyric matrix of intermediate composition. These fragmental rocks are generally banded or bedded and thought to have formed by combination of both pyroclastic and epiclastic processes.

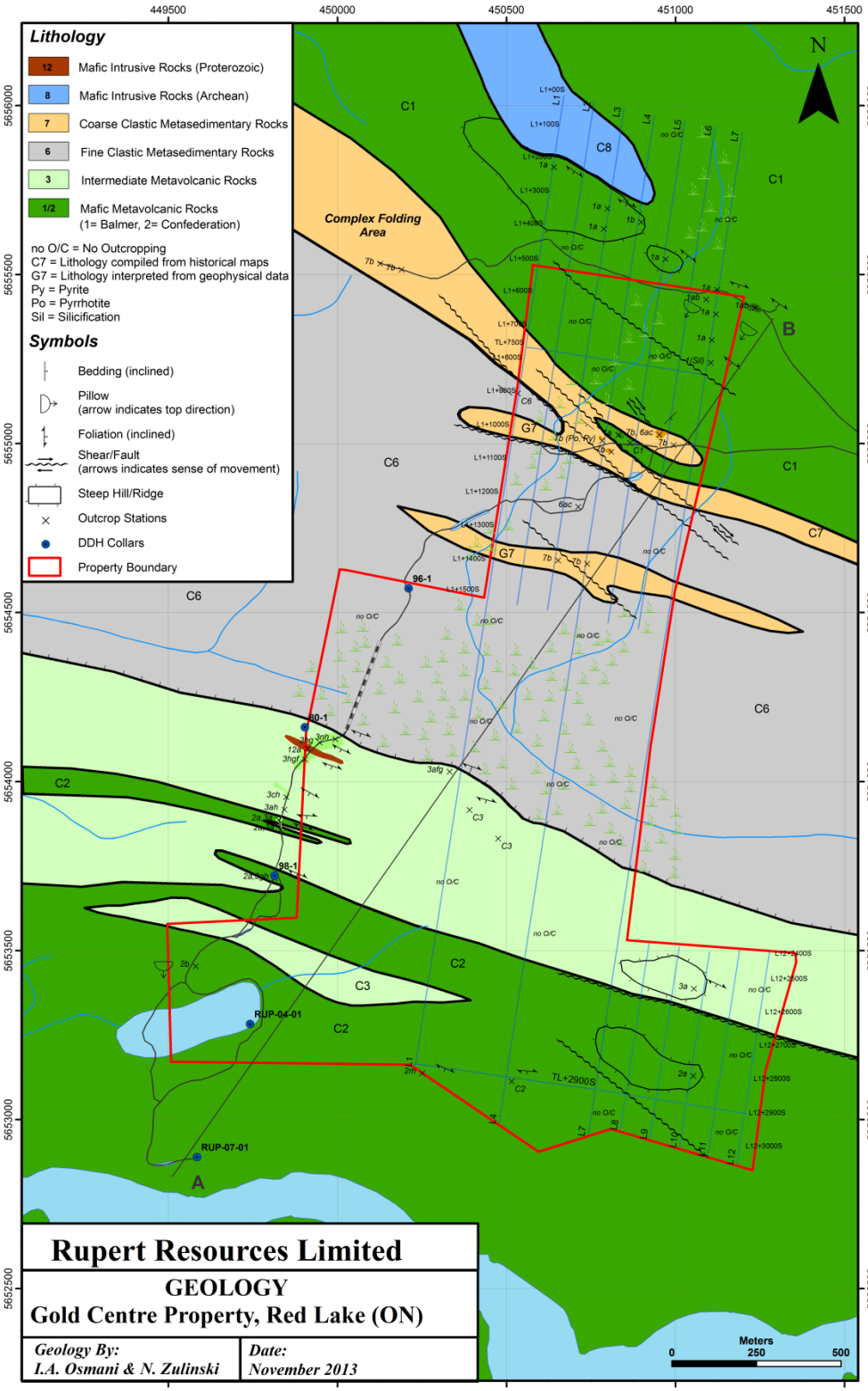

Figure 8. *Gold Centre Property Geology: For field legend see Appendix 1. Source: Osmani and Zulinski (2013).*

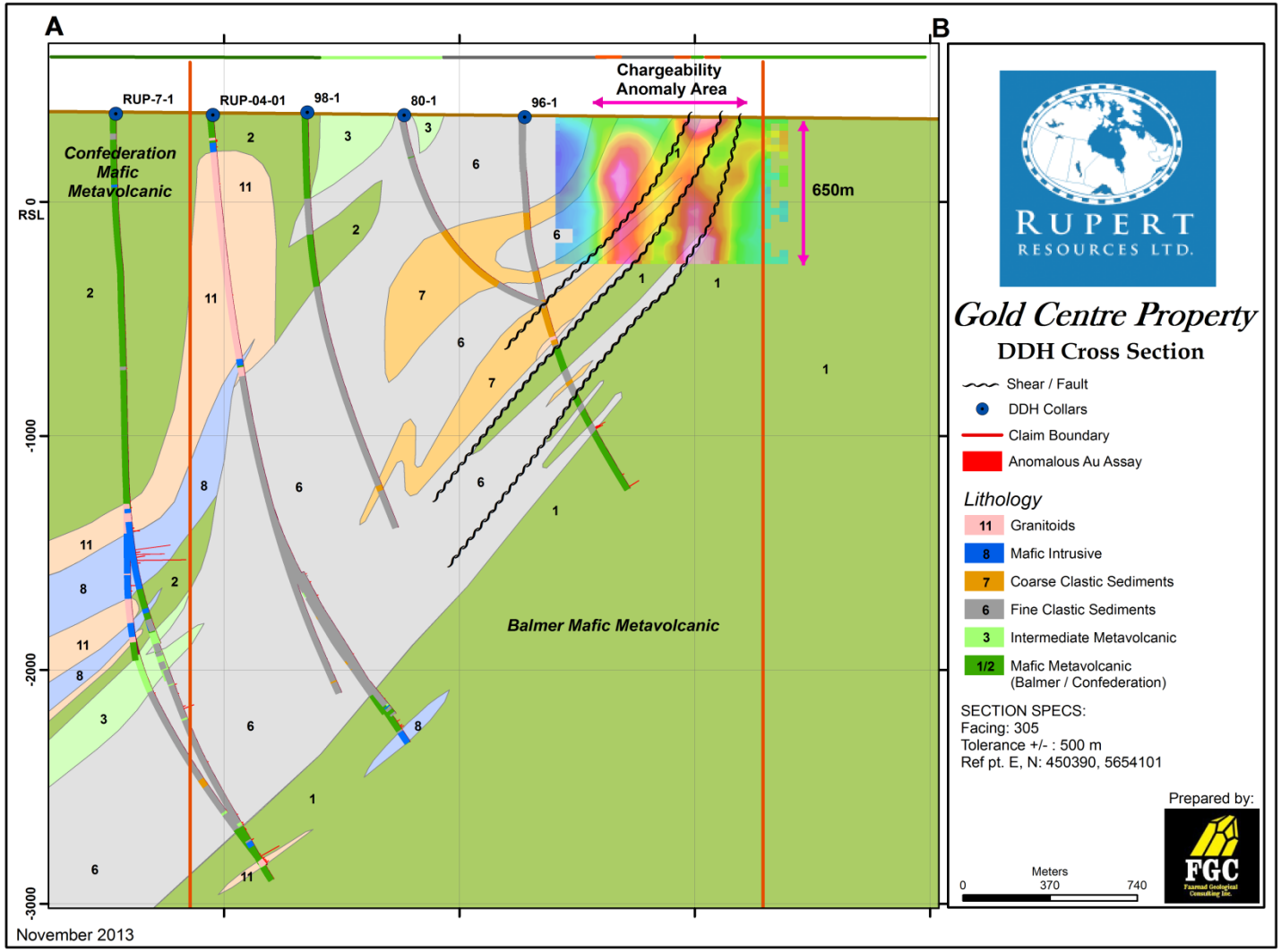

Figure 9. *Interpreted geological cross section (looking Northwest) of the Gold Centre Property following the 2013 exploration program and compiled DDH data. IPower3D® model interpreted by Abitibi Geophysics. Source: Osmani and Zulinski (2013).*

7.3 Mineralization

No significant economic mineralization has been discovered to date on the Gold Centre Property. However, minor to 1% disseminated pyrite and pyrrhotite have been observed throughout the Balmer volcanics intersected during the 2004 and 2007 drill campaigns. Additionally, minor sulphide mineralization has been observed from a polymictic conglomerate outcrop located on the north side of the main access road (UTM 450781mE/5655015mN). This particular outcrop demonstrated abundant sulphide burns on weathered surface and contained visible trace amounts of sulphide mineralization (pyrite±arsenopyrite). Sulphide mineralization has also been observed in the sediments, and semi-massive to narrow intervals of massive pyrrhotite in the quartz-pebble conglomerates intersected in historic drillhole 96-1 (Wallis, 2004).

Anomalous gold values hosted by quartz veins in the favourable Balmer mafic metavolcanics have been intersected in the historical drilling (96-1) as well as during Rupert's deep drilling campaigns in both 2004 and 2007. Previous drilling has also detected anomalous gold values in both, the fine clastic sediments (2007) and the mineralized quartz-pebble conglomerates (96-1).

It should be noted the highest gold values have been intersected in what has been logged as a diorite during Rupert's 2007 drilling campaign. Based on the drill hole database provided by Rupert, the anomalous gold bearing diorite appears to have been intersected just outside of the southwestern boundary of the Gold Centre Property and within the Confederation assemblage. The interpreted diorite has yielded values of 1.45 g/t Au from 1869.5 to 1870.2 metres down hole of RUP-7-1, as well as 2.28 g/t Au from 1915.0 to 1915.60 metres and 1.41 g/t Au from1889.5 to 1890.0 metres down hole of RUP-7-1D.

8 Deposit Type

The Red Lake camp is a world-class gold mining district located in the Red Lake greenstone belt and is host to various styles of gold deposits, including Goldcorp's adjacent Red Lake Mine Property. The Red Lake gold deposit has been grouped predominantly into three ore bodies by the historical production; the former Campbell mine and the former Red Lake (Dickenson) mine area, which by extension includes the Red Lake High Grade Zone ("HGZ"). The Red Lake gold deposit has cumulatively produced over 20 million ounces of gold since mining production commenced in 1946 until the end of 2010 (Batson, 2012).

Four styles of gold mineralization occur within the eastern Red Lake gold camp, including on the adjacent Red Lake Gold Mine Property:

1. **Vein Style:** The main source of gold at the Red Lake Mine is derived from quartz and carbonate (ferroan dolomite) veins and breccias containing fine grained disseminated arsenopyrite and free milling gold. It is associated with the Campbell and Dickenson fault zones and locally controlled by F_2 folds (Dubé et al., 2001).

2. **Replacement Style**: This style of mineralization is characterized at the Red Lake Mine by quartz and arsenopyrite-rich selective replacement zones occurring within altered basalts and ultramafic komatiites. Mineralization is comprised of fine-grained arsenopyrite and quartz with minor pyrite and pyrrhotite.

3. **Disseminated Sulphides:** Disseminated gold-bearing pyrrhotite and pyrite mineralization hosted within mafic volcanics along major shears.

4. **Quartz veins containing free gold** associated with small-scale shear zones hosted within intermediate to felsic intrusive rocks (e.g., possibly Dome Stock). This style of mineralization is not reported from the adjacent Red Lake Mine Property.

Although no significant mineralization has been discovered to date, either surface or subsurface, on the Gold Centre Property, much of the exploration efforts by Rupert has been to intersect the projected southeast extension of Red Lake Mine gold mineralization on the Property at depth. Rupert's drilling programs in the past (e.g., drill holes 96-1, RUP-04-01, RUP-7-1) have successfully intersected the main host rock, i.e., the Balmer mafic metavolcanics at depth, hosting weakly anomalous gold mineralization **(*see* Figure 9).**

Potential for precious and base metal mineralization associated with the felsic metavolcanic rocks of the Confederation assemblage may exist in the southern parts of the property. Rupert has yet to explore this style of mineralization in this part of the Property. A historical hole (D-69-1), totaling 78.40 m, targeting HLEM anomaly in the southeast corner of the property was drilled by 'Touchdown Syndicate' in 1969. The drillhole intersected 2.04 oz/t Ag over 0.9 ft (0.3 m) within felsic to intermediate metavolcanic rocks containing occasional quartz-carbonate stringers (Wallis 2004). Another interval containing up to 35% sulphides returned 1.1 oz/t Ag over 19.8 ft (6.04 m) (Wallis 2004). No base metal mineralization is reported from this hole.

9 Exploration

This section describes the surface exploration programs conducted by Rupert from 2013 until present. Drilling programs carried out by Rupert (and its joint venture partner ITL Capital Corporation) have been described in Section 10 – "*Drilling*".

9.1 Line Cutting

In June 2013, approximately 15.2 kilometres of baseline and offset cut lines were cut and chained by Haveman Brothers of Kakabeka Falls, Ontario, under the supervision of Will Roberts **(Figure 10)**. The northern baseline origin for the cut grid has been located at approximately UTM 450558mE and 5655284mN, while the southern baseline origin has been located at approximately UTM 450229mE and 5653166mN. Baselines and offset cut lines contain an azimuth orientation of 285^{o} and 15^{o}, respectively.

Following the completion of the line cutting, an induced Polarization (IP) and magnetic geophysical survey was carried out along the northern and southeastern lines of the grid

informally termed here as the ***North Grid*** ("NG") and ***South Grid*** ("SG"), respectively. The offset lines on the North Grid were extended beyond the northern boundary of the Property in order to obtain greater penetration depth of the geophysical survey and potentially image the favorable Balmer mafic metavolcanics.

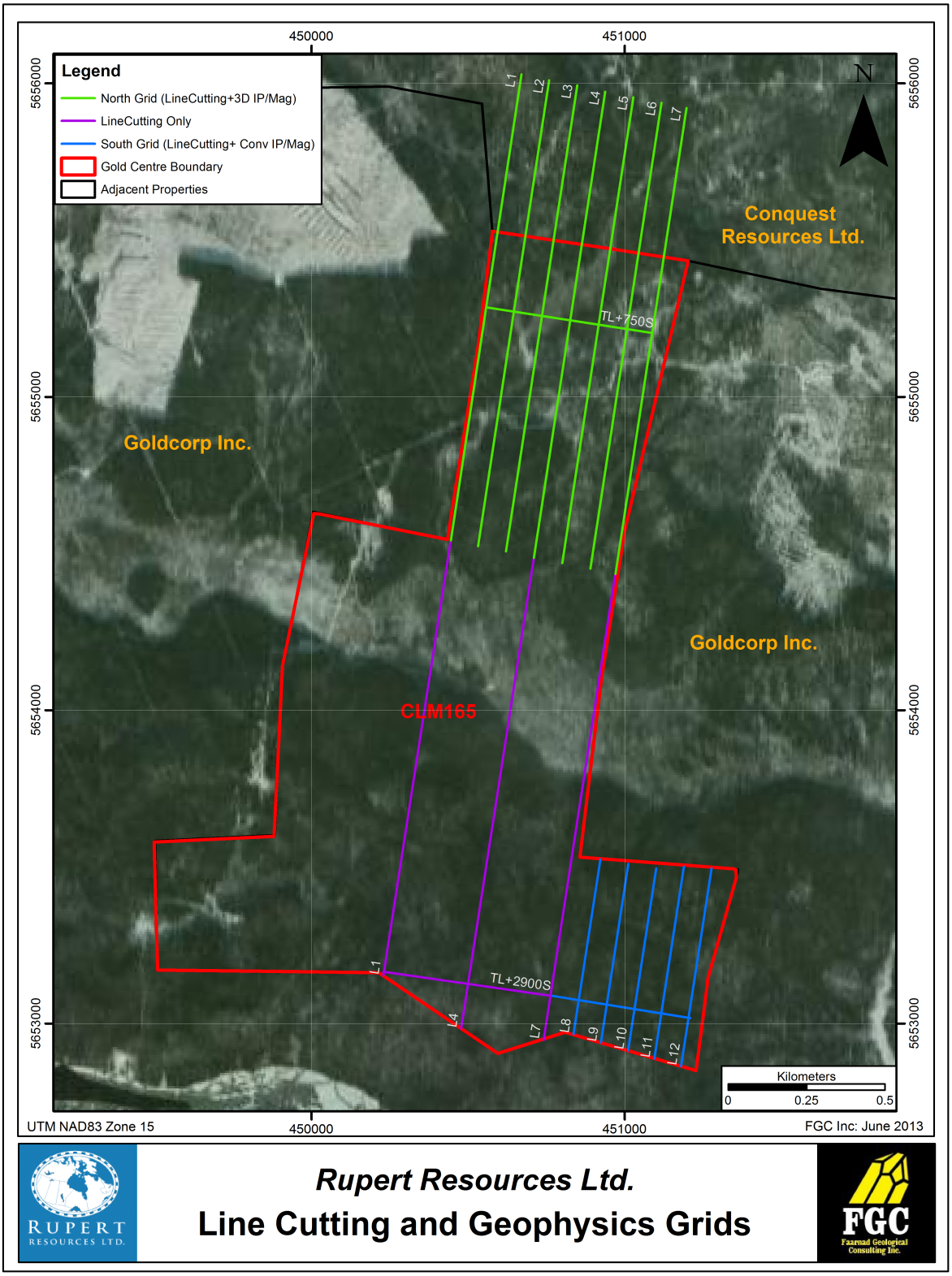

Figure 10. Grid Location Map on the Gold Centre Property.

9.2 Geophysical Survey

The 2013 geophysical exploration program consisted of both 3D and 2D IP as well as ground magnetic surveys. The objective of these geophysical surveys were two-fold: 1) to obtain a better geological understanding of the property by integrating the results of the geophysical surveys with newly acquired geological information as well as historical geological data, and 2) to identify priority drill targets of economic potential based on the results of combined geological and geophysical data compilation.

The 3D IP survey was conducted by Abitibi Geophysics "IPower3D" system which is considered to be a true 3D array resistivity/IP topographical imaging survey of the deeper targets. The system uses a high-sensitivity array and is coupled with a high density sampling technique resulting in potentially penetrating greater depth of investigation and excellent spatial resolution. This IPower3D system was utilized for imaging the Balmer volcanics on the North Grid. The 2D dipole-dipole IP and ground magnetic surveys were conducted on the South Grid where a historic dill hole (D-69-1) intersected a highly anomalous silver mineralization (2.04 oz/t over 0.3m and 1.1 oz/t Ag over 6.04m) at relatively shallow depth within the younger Confederation assemblage (Wallis 2004). The geophysical exploration program was coordinated by the authors of this report on behalf of Rupert.

9.2.1 Results and Interpretations

A basic quantitative interpretation report of magnetic and IP data, prepared by Abitibi Geophysics in October 2013, intended to help identifying drill targets based on the results obtained from the IP/resistivity survey. The main conclusions of this study are excerpted below but for more details on the procedures and modeling results, reader is referred to Abitibi (2013).

A total of 9 anomalous trends have been interpreted on the Gold Centre Property between the 3D IP and 2D dipole-dipole surveys ranging in intensity from weak to very strong. Of these 9, Abitibi Geophysics has identified three strong to very strong IP anomalies (GCN-03, GCN-05 and GCN-06) on the North Grid **(Figure 11 and Figure 12)**. By far, the two strongest anomalies GCN-03 and GCN-05 are located at the west end and south of tie line 7+50S, in an East-West direction. These anomalies have both the chargeable and low resistivity (conductive) signatures indicative of mineralization associated with a contact boundary or shear/fault zone. Both anomalies seem to correspond with complexly folded and faulted North band conglomerate-Balmer mafic metavolcanic contact zone. This sheared and folded lithological contact zone can be served as conduit to auriferous fluid flow. The anomaly GCN-06 which is of strong chargeability appears to either correspond to or flanking the South band conglomerate. However, no sulphide mineralization was observed in these outcrops to correlate with this anomaly.

The chargeability and resistivity inversion models of the two strongest anomalies (GCN-03 and GCN-05) suggest that these may extend up to a 650 m depth from the surface in the contact zone area. If this is to be the case, these anomalies can potentially be attributed in part to have been caused by sulphide mineralization in the Balmer mafic metavolcanics at depth **(Figure 9)**. The folded contact (Balmer mafic metavolcanics-North band conglomerate) zone is estimated to

extend up to a 575-m depth in the anomalous area. Existence of these chargeability anomalies is supported by two mineralized (up to 3% po±py±asp) conglomeratic outcrops observed in this anomalous zone. All three chargeability anomalies warrant drill testing to further investigate their potential source which may possibly be host to gold mineralization.

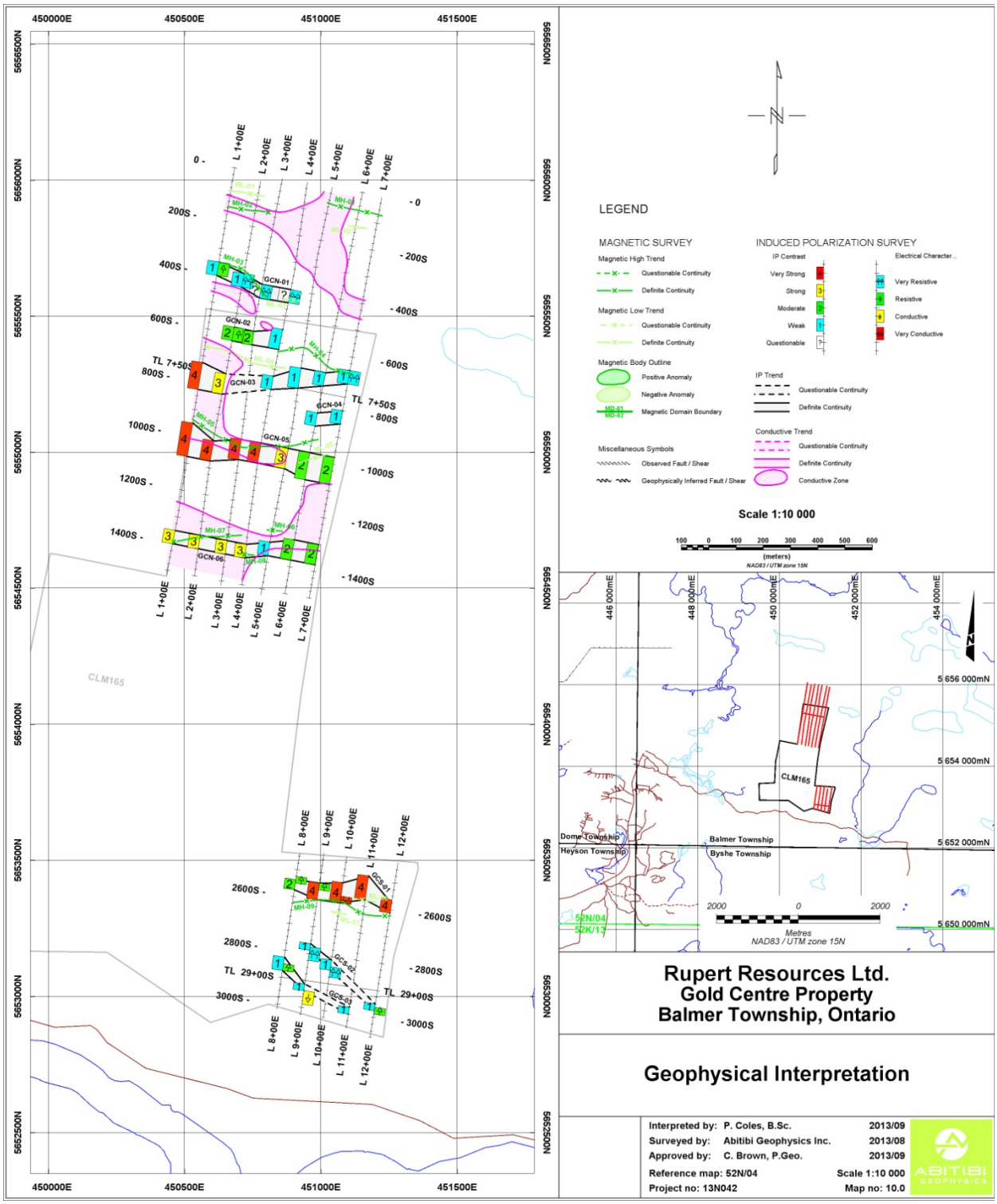

Figure 11. *Geophysical interpretation of the Gold Centre Property showing IP/resistivity anomalies. Source: Abitibi Geophysics (2013).*

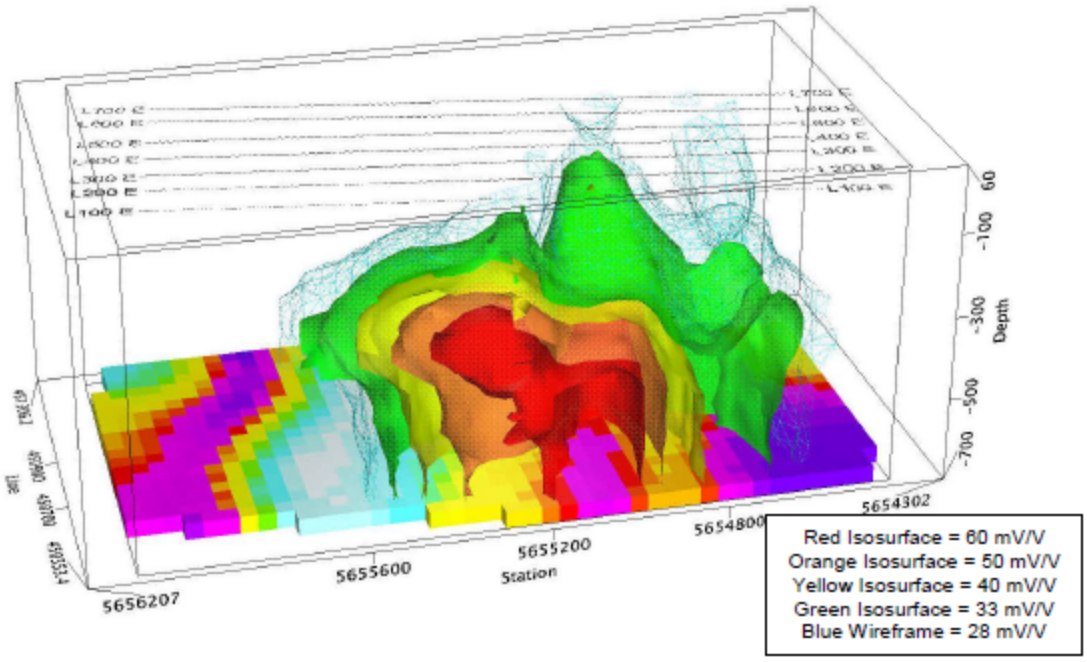

Figure 12. *IPower3D® model with chargeability isosurfaces sitting on a resistivity surface at 650 m depth (looking East), cool colors are resistive and hot colors are conductive. Source: Abitibi Geophysics(2013).*

9.3 Geological Mapping

Intermittently between June 02 and August 06, 2013, a geological mapping survey was conducted on the Gold Centre Property at a scale of 1:10,000 **(Figure 8).** The survey was carried out by FGC Inc. representatives Ike A. Osmani, and Nicholas Zulinski, both qualified persons as defined under NI 43-101 regulations.

The survey was comprised of doing geological traverses along geophysical cut lines as well as various drill roads and trails throughout the Property. Special attention was brought to identifying lithological units/assemblages, alterations, and structural features in order to obtain a better understanding of their relationship with gold mineralization associated with the Red Lake Mine. A total of 12 samples were collected during the mapping activities for assay, while 3 grab samples were taken for whole-rock geochemical analysis **(Table 1)**.

9.3.1 Results and Interpretations

Results from the 2013 geological mapping program have identified the prolific Balmer mafic metavolcanics as predominantly massive and pillowed flows located within the northern portion of the Property. The Balmer mafic metavolcanics are interpreted to have been unconformably overlain by the clastic metasedimentary rocks of the Huston assemblage spanning the central portion of the Property; however the unconformity was not witnessed due to scarce bedrock exposure. The clastic metasedimentary rocks observed on the Property have been informally subdivided into two groups: 1) a coarse clastic metasedimentary group represented essentially by the polymictic conglomerate unit, and 2) a fine clastic metasedimentary group of turbidite sequence. The recent mapping program in conjunction with historical data has revealed the

southern-half of the property is underlain by mafic and intermediate to felsic metavolcanic rocks of the younger Confederation assemblage. The reader can refer to Section 7.2 - "*Property Geology*" for detailed descriptions of lithological units and assemblages observed throughout the 2013 geological mapping program.

Five samples (B00301018 through B00301022) were collected for gold assays from the Balmer mafic metavolcanic rocks outcropping between 6+50S and 7+25S on grid line L7+00E. Sample B00301018 appeared to be a highly siliceous, carbonatized rock (altered mafic or intermediate volcanic) which contained trace amount of sulphides. The remaining four samples (B00301019 through B00301022) were taken from quartz veins containing small amount of mafic volcanic rock fragments. These samples contained <1% po and py as disseminations and blebs. Two samples (B00301019 and B00301021) returned trace levels of gold values (7 and 6 ppb) while the other two samples returned gold values below the detection limits.

A polymictic conglomerate outcrop located on the north side of the main access road (L4+00E/10+00S, UTM 450781mE/5655015mN) demonstrated abundant sulphide burns on the weathered surface, and contained visible trace amount of sulphide mineralization (py±asp). A siliceous, mineralized sample (B00301014) containing trace py±asp within the matrix of a conglomerate was taken from this outcrop and analyzed. It yielded trace levels of gold values (13 ppb). Two mineralized samples (B0031023 and B00301024) were taken from a rusty conglomerate outcrop located at 450805mE/5654979mN containing 1-3% disseminated po±py in the matrix. Both samples returned gold values below the detection limits (<5 ppb). All three conglomerate samples analyzed have shown elevated chrome (Cr) values up to 460 ppm. One sample (B00301017) of an intensely iron-carbonatized clast taken from a large polymictic conglomerate outcrop, located on the north side of the main access road at L5+00E/9+50S (UTM 450953mE/5655026mN), returned gold values below the detection limit (<5ppb).

Although no significant gold values were obtained from the surface mapping and sampling program, anomalous gold values hosted by quartz veins in the favourable Balmer mafic metvolcanics have been intersected in the deep drilling (e.g., 96-1, RUP-04-01 and RUP-7-1) **(Figure 9)**. Anomalous gold values have also been intersected in an interpreted diorite body located just outside the southwestern claim boundary of the Gold Centre Property during Rupert's 2007 drilling campaign.

Table 1. *Summary description of samples taken during the 2013 geological mapping program.*

Sample #	Easti ng	Northing	O/C Stati on	Analysis*	Lithology/Assemblage	Au g/t
B00301004	449849	5653954	RP006A	Whole Rock	IV to FV - Confederati on	n/a
B00301014	450781	5655015	RP012	Assay	Sed - Conglomerate	0.013
B00301015	450788	5655635	RP013	Assay	MV - Balmer	<0.005
B00301016	451053	5653129	RP021	Assay	MV - Confederati on	<0.005
B00301017	450953	5655026	RP002	Assay	Sed - Conglomerate	<0.005
B00301018	451095	5655229	RP023	Assay/Whole Rock	MV - Balmer	<0.005
B00301019	451108	5655306	RP024	Assay	MV - Balmer	0.007
B00301020	451108	5655306	RP024	Assay	MV - Balmer	<0.005
B00301021	451108	5655306	RP024	Assay	MV - Balmer	0.006
B00301022	451108	5655306	RP024	Assay	MV - Balmer	<0.005
B00301023	450805	5654979	RP029	Assay	Sed - Conglomerate	<0.005
B00301024	450805	5654979	RP029	Assay	Sed - Conglomerate	<0.005
B00301025	450833	5655018	RP028	Assay/Whole Rock	MV - Balmer	<0.005

**Samples containing whole-rock analysis have been discussed in Section 9.4 – "Geochemistry".*

9.4 Geochemistry

A total of nine samples (6 historical drillhole cores, 3 field samples) were collected for whole-rock geochemical analysis **(Table 2).** Of these, 6 and 2 samples represent mafic metavolcanics of Balmer and Confedration assemblages, respectively and one sample of intermediate to felsic metavolcanic rock belonging to the Confederation assemblage.

Table 2. *Summary description of whole-rock samples taken during the 2013 exploration program.*

Sample Number*	Drillhole Core or Field Sample	Lithology/Assemblage	Location/Remarks
B00301004	Field-grab	Intd.-felsic Volcanic tuff or flow – Confederation	4449849mE/5653954mN
B00301005	D-96-1	Mafic Volcanic – Balmer	Sampled @ 1537m depth
B00301007	RUP-04-01	Mafic Volcanic – Confedration	Sampled @ 65m depth
B00301010	RUP-04-01	Mafic Volcanic – Balmer	Sampled @ 2677m depth
B00301011	RUP-04-01	Mafic Volcanic – Balmer	Sampled @ 2727m depth
B00301012	RUP-07-01	Mafic Volcanic – Confederation	Sampled @ 638m depth
B00301013	RUP-07-01	Mafic Volcanic – Balmer	Sampled @3336m depth
B00301018	Field-grab	Silicified Mafic Volcanic? – Balmer	451095mE/5655229mN
B00301025	Field-grab	Mafic Volcanic – Balmer	450833mE/56555018mN

**Only the last one or two digits of sample numbers are used in the geochemical plot for clarity.*

All rock samples analyzed for the whole-rock have undergone some degree of alteration. With the exception of one, all samples have been deemed least affected by deformation/alteration hence geochemical characterization of their protoliths can be interpreted reliably. The one sample (B0030118), characterized by intense silicification±carbonate was mapped as the Balmer mafic metavolcanic rock in the field.

Detailed geochemical characterization of the rock units represented by these samples is not attempted here since it is beyond the scope of this study. However, a broad geochemical characterization of the rock units based on their geochemical results is presented below.

9.4.1 Results and Interpretations

All mafic metavolcanic rocks of the Balmer assemblage fall within the high-iron to magnesium tholeiite basalt fields of Jensen (1976) **(Figure 13)**. The mafic metavolcanic rocks of the Confederation assemblage lie within the calc-alkaline basalt to andesite field. A sample of intermediate to felsic metavolcanic rock of the Confederation assemblage plots at the boundary of the calc-alkaline dacite-rhyolite field. The highly silicified sample (B0030118), interpreted to be the Balmer mafic metavolcanic rock in the field, plots outside the geochemical fields of Jensen (1976).

On the chondrite normalized rare earth element (REE) diagram **(Figure 14)**, all samples but the highly silicified mafic volcanic sample (B0030118) of the Balmer assemblage, display a flat REE pattern. The flat REE pattern of these mafic volcanic samples indicate that they are mostly unfractionated and were possibly produced by the partial melting of mantle in which neither garnet nor amphibole remained in the residue (Condie, 1980). Similar flat REE patterns are also reported from the greenstone belts of the Abitibi (Condie and Baragar, 1974) and Wawa subprovinces (Osmani, 1997). The strongly silicified sample (B0030118) is strongly depleted both in light rare earth elements (LREEs) and heavy rare earth elements (HREEs) compared to all other Balmer mafic volcanic samples. It displays relatively flatter but somewhat sharply wavy pattern (positive and negative anomalies) for intermediate and HREEs and weak-enrichment of LREEs. This rock sample is difficult to characterize geochemically in light of intense alteration that depleted the rock in virtually every major and trace elements at the expense of silica addition. Despite the virtual removal of most major and trace elements, the sample still demonstrates a flat REE pattern to some extent, suggesting its derivation from the same magma source as other Blamer samples.

The two samples of mafic metavolcanic rocks from the Confederation assemblage (B00301007 and B00301012), display relatively strong calc-alkaline fractionation trends (steep REE slopes). They are moderate to strongly elevated in light LREEs and depleted in HREEs. These samples as expected plot in the calc-alkaline fields on the Jensen diagram **(Figure 13)**. The intermediate to felsic metavolcanic rock sample from the Confederation assemblage (B00301004) shows a strongest fractionation trend (steepest REEs pattern). It is enriched in LREEs and strongly depleted in HREEs.

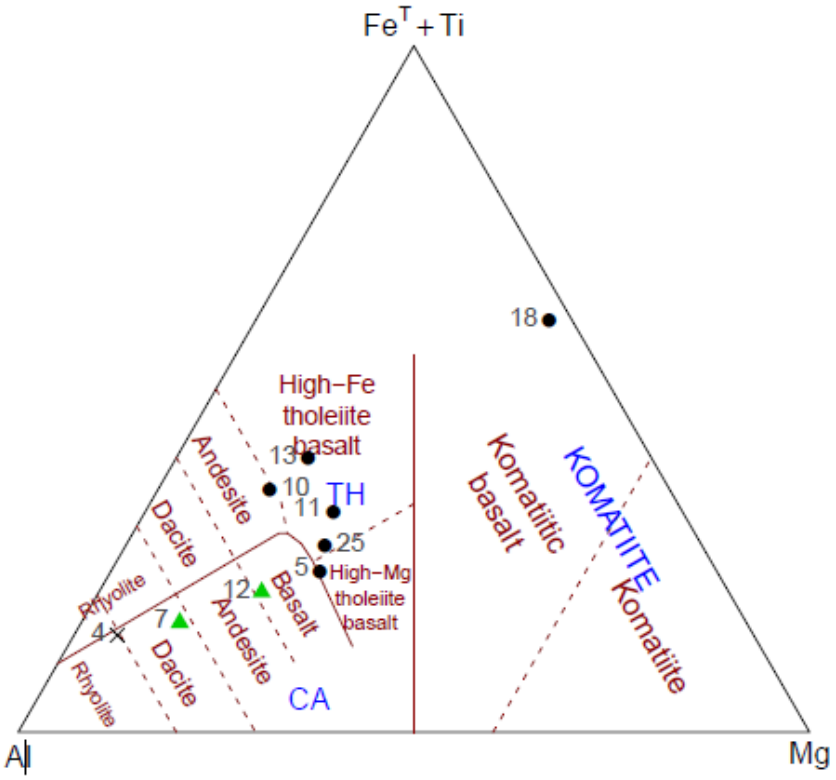

Figure 13. *Jensen (1976) cation diagram of mafic and intermediate to felsic metavolcanic rock samples from the Gold Centre Property. Circles=Balmer Assemblage,Triangles/X=Confederation Assemblage. Source: Osmani and Zulinski (2013).*

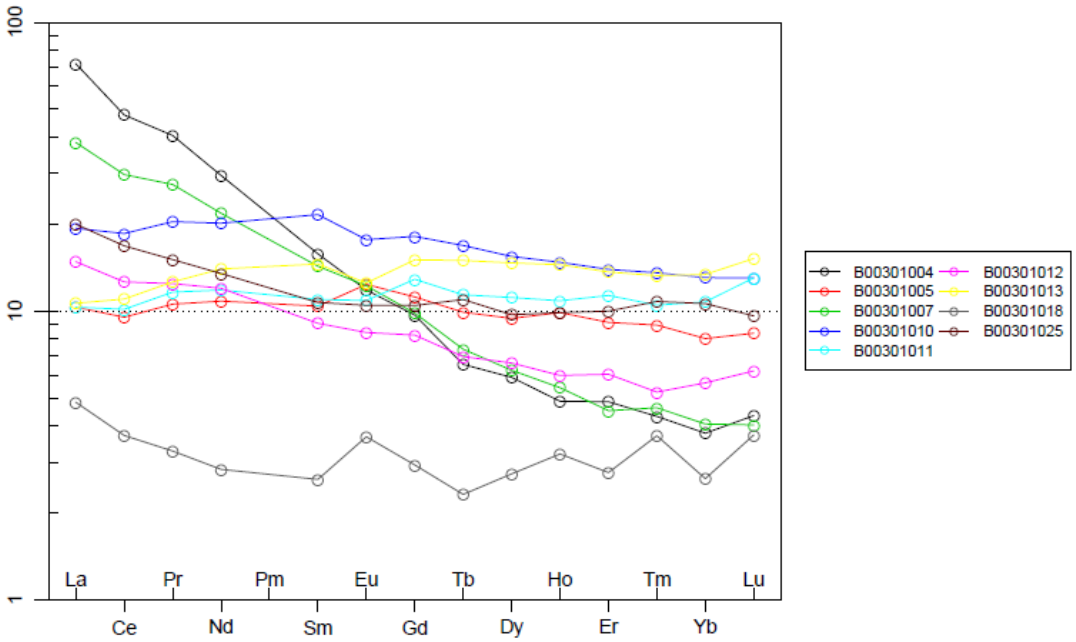

Figure 14. *Chondrite normalized plots of REEs for mafic and intermediate to felsic metavolcanic rock samples taken during the 2013 exploration program on the Gold Centre Property. Sources: Boynton (1984), Osmani and Zulinski (2013)*

10 Drilling

Upon retaining 100% interest on the Gold Centre property in 2003, Rupert has carried out two exploration drilling campaigns in 2004 and 2007, each comprised of one mother hole and their respective daughter holes, totalling approximately 11,372 metres. The intention of these drill programs was to intersect the major structure within the favourable Blamer mafic metavolcanic sequence that potentially hosts the southeastern extension of the Red Lake Mine ore zones at depth. Both drill programs met with partial success by intersecting the Balmer mafic metavolcanics, however no significant intersection of gold mineralization was encountered in either drill campaign. **Figure 2** illustrates the location of both mothers and their respective daughter holes.

Prior to 2003, Rupert and its joint venture partners (ITL) completed two holes in an attempt to penetrate the Balmer mafic metavolcanic package. Drill hole 96-1 succeeded in doing so while hole 98-1 flattened and remained in the overlying sediments.

10.1 Drilling 2004

Rupert has reportedly drilled one mother hole (RUP-04-01) and four daughter holes throughout their 2004 drilling campaign, totalling approximately 6,161 metres, located in the southwestern portion of the Property (Rupert, 2007). However, the reader is advised that FGC Inc. has identified additional daughter holes in Rupert's drill hole database which contains incomplete data. These additional holes are likely wedges but have not been properly described as such by

Rupert. As a result, the authors cannot verify the completeness of Rupert's 2004 drill hole database at this time.

The 2004 drill program was considered a technical success according to Rupert, as they intersected up to 352 metres of the favourable Balmer mafic metavolcanics in daughter hole RUP-04-01N at a depth of 2635 metres to 2987 metres. Although, no gold values of economic significance were received from assays of this intersection. Additional intersections of the Balmer mafic metavolcanic from the 2004 drill campaign includes: RUP-04-01H finished in rock derived from the Balmer mafic metavolcanics, RUP-04-01I ended in 20 metres of Balmer mafic metavolcanics, and RUP-04-01M encountered 135 metres of Balmer mafic metavolcanics. Similarly, each of the remaining intersections did not yield gold values of economic significance.

The Balmer mafic metavolcanics intersected in the 2004 drill program have been described by Rupert as green/grey to black, medium to fine grained, moderately fractured with thin carbonate veinlets to locally stockwork. Disseminated sulphides occur throughout - minor-1% pyrite and pyrrhotite. Local magnetite occurs in thin bands up to 10mm wide. Rare sulphide stringers occur with thin (up to 2mm) alteration halos, which appear to be siliceous and possibly sericite rich. Occasional boudinaged quartz veinlets +/- tourmaline are present.

10.2 Drilling 2007

Rupert has reportedly drilled one mother hole (RUP-7-1) and one daughter hole throughout their 2007 drilling campaign, totalling approximately 5,211 metres (Rupert, 2008). The mother hole was collard approximately 280 metres south from the southwest corner of the Property. However, the reader is advised that FGC Inc. has identified additional daughter holes in Rupert's digital drill hole database. These additional holes are likely wedges but have not been properly described as such by Rupert. As a result, the authors cannot verify the completeness of Rupert's 2007 drill hole database at this time.

Similarly to 2004, the 2007 drilling campaign also intersected the favourable Balmer mafic metavolcanic package with intersections up to165 metres thick. However, assay results returned values of noneconomic grade with the most significant intersection yielding 0.87 g/t Au over 0.9 metre core length from the mother hole at a depth of 3300.1 metres to 3301.0 metres.

Although the intention of this drill program was to penetrate the Balmer volcanics possibly hosting the southeast extension of the Red Lake Mine ore zones at depth, the highest gold values were intersected in what has been interpreted by Rupert as a diorite just outside the southwestern boundary of the Property and within the Confederation assemblage. The interpreted diorite has yielded values of 1.45 g/t Au from 1869.5 to 1870.2 metres down hole from RUP-7-1, as well as 2.28 g/t Au from 1915.0 to 1915.60 metres and 1.41 g/t Au from1889.5 to 1890.0 metres down hole of RUP-7-1D.

10.3 Historical Rupert Drilling

Prior to 2003, Rupert and its joint venture partners (ITL) completed two holes. Hole 96-1 penetrated the sedimentary package and intersected the favourable Balmer mafic metavolcanic rocks at a vertical depth of 3,680 ft (1,122 m). No economically significant gold values were found. The highest value obtained, 490 ppb gold, was from a sulphide-bearing quartz-pebble conglomerate at 4,515 ft (1,377 m) downhole. Upon Goldcorp re-logging the core, this value was associated with a brecciated altered iron formation. Other elevated values were also associated with pyrrhotite-bearing conglomerates or lithic tuffs (Wallis, 2004). Additionally, the re-logging of the core by Goldcorp indicated the presence of undifferentiated mafic and ultramafic volcanic rocks at 4,052 ft (1,236 m core length) downhole.

Hole 98-1 was located south of 96-1 and drilled to a depth of 6,004 ft (1,831 m). The favourable Balmer mafic metavolcanics were not intersected as the hole flattened and remained in the overlying sediments. As a result, there were no economically significant gold values reported (Wallis, 2004)

11 Sample Preparation, Analysis and Security

11.1 Diamond Drilling

The sample preparation, analyses and security techniques implemented during the 2004 and 2007 drilling campaigns are unknown by current Rupert staff. However, both campaigns were believed to have been carried out by a qualified person as defined under NI 43-101 regulations and samples have been analyzed at a reputable laboratory (Accurassay Labs). As such, the authors are assuming that the methods used throughout the duration of both drilling campaigns were conducted according to industry standards and there is no reason to believe that the assays reported are not representative of the intervals assayed. Core from both drill campaigns as well as historical drillhole 96-1 have been stored at the Ontario Geological Survey storage facility in Red Lake, Ontario.

11.2 2013 Exploration Program

During the 2013 exploration program, a total of 19 samples were collected for geochemical analysis, with each sample being described and bagged by the authors of this report. Samples B00301018 and B00301025 were collected for multiple analyses **(Table 1 and Table 2)**. Grab samples were taken during mapping activities and were located by handheld GPS, while core samples were taken from the storage facility with depths located based on core box identification. Sample lithology, alteration, and mineralization were described for all samples. All samples were assigned a unique sample number with a sample identification tag put into each sample bag and the sample number written onto the bag. Samples were securely stored at the field camp. Samples were submitted directly to the ALS Laboratory in Thunder Bay, Ontario by representatives of FGC Inc.

All samples preparation, including crushing and pulverizing was completed at the Thunder Bay lab. Samples were submitted into a tracking system and then finely crushed to 70% less than 2mm. A 250 g sample was then split off and pulverized to better than 85% passing 75 microns. A nominal 100g of the pulp was then shipped to the Vancouver ALS Laboratory for analytical geochemistry.

A total of 12 samples were submitted for lithogeochemical and assay analysis. A multi-element ICP was carried out on all samples using four acid near total digestion with ICP-AES determination for 33 elements (ME-ICP61). Fire assay for gold was completed on a 30g pulp with an ICP-AA finish (Au-AA23). An additional 9 samples were submitted for whole-rock geochemical analysis. A multi-element ICP was carried out on all whole-rock samples using a lithium borate fusion with ICP-MS and ICP-AES determination for trace elements (ME-MS81) and major oxides (ME-ICP06), respectively.

12 Data Verification

12.1 Drill Hole Data Verification

FGC Inc. representatives Ike A. Osmani, P.Geo and Nicholas Zulinski, P.Geo, visited the Gold Centre Property and core storage facility throughout the 2013 exploration program between June 02 and August 06, 2013. While in Red Lake, the authors also visited the regional office of the Ontario Ministry of Northern Affairs and Mines and held brief discussions with Resident Geologist Andreas Lichtblau. Discussions centred on recent mineral exploration and Ministry of Northern Development and Mines ("MNDM") activities in the Red Lake region, particularly in the Gold Centre Property area. Additionally, both representatives of FGC participated in a field trip through the central Red Lake gold camp held by Mr. Lichtblau of the MNDM.

During the 2013 exploration program, FGC Inc. confirmed the locations of 4 surface drill hole collars. Collar locations were surveyed and photographed using a hand held Garmin GPS unit and digital camera, respectively **(Figure 15)**. **Table 3** displays the results of the collar validation. No elevations were provided for historical locations. Drill hole RUP-04-01 could not be accurately verified due to water surrounding the area.

Table 3. *Verification of Drill Collar Location on the Gold Centre Property.*

	FGC Inc.			Historical			
Hole_ID	Easting	Northing	Elevation	Easting	Northing	Elevation	Comments
96-1	450211	5654572	362	450225	5654595	n/a	Casing left in hole
98-1	449815	5653722	382	449843	5653718	n/a	No casing, but DDH observed on O/C
RUP-04-01	449774	5653340	371	449756	5653272	n/a	No collar observed,evidence of drilling in area
RUP-07-01	449585	5652889	376	449600	5652889	n/a	Casing left in hole

*Historical collar locations have been converted from NAD27 to NAD83 reference system using software NTv2 provided by Natural Resources Canada in order to compare with FGC Inc. collar locations.

Figure 15. *FGC Inc. Representative (Ike Osmani) Identifying Drill Hole Collar RUP-07-01*

The authors visited the Ontario Geological Survey storage facility in Red Lake, Ontario, where all remaining Gold Centre Property drill core remains **(Figure 16)**. Selected drill core intervals from the 2004 and 2007 drilling campaigns were pulled out in order to make notes on lithology, structure, alteration and mineralization. The 2004 and 2007 drill hole cores were found well kept with sample intervals easily identified. A total of 6 check samples were taken for whole-rock geochemical analysis in order to verify proper lithological identification of both the Balmer mafic metavolcanics and metavolcanic rocks of the Confederation assemblage **(Table 2)**. All whole-rock analyses were plotted using Jensen (1976), and resulted in proper lithological identification by the logging geologist **(Figure 13)**. FGC Inc. believes logging of historical holes is satisfactory and is considered reliable. Details of whole-rock geochemical analyses have been described in Section 9.3 – "*Geochemistry*" of this report. FGC Inc. did not carry out independent

assay checks due to limited mineralization of economic significance in drilling to date. However, it should be noted that Goldcorp took check samples from drillhole 96-1 as well as infill sampling during the re-logging of the hole. No significant values were returned and the original assays are considered to be valid (Wallis, 2003).

Figure 16. *FGC Inc. Representative (Nicholas Zulinski) Collecting Samples for Whole-Rock Analysis at the OGS Storage Facility, Red Lake, Ontario.*

13 Mineral Processing and Metallurgical Testing

There has been no mineral processing or metallurgical testing undertaken on the Gold Centre Property.

14 Mineral Resource Estimates

There are no mineral resource estimations on the Gold Centre Property at this stage.

15 Mineral Reserve Estimates

There are no mineral reserve estimations on the Gold Centre Property at this stage.

16 Mining Methods

There is no mining on the Gold Centre Property at this stage.

17 Recovery Methods

Recovery methods are not applicable at this stage.

18 Project Infrastructure

There is no project infrastructure on the Gold Centre Property at this stage.

19 Market Studies and Contracts

Market Studies and Contracts are applicable for the Gold Centre Property at this stage.

20 Environmental Studies, Permitting and Social or Community Impact

Not applicable at this stage.

21 Capital and Operation Costs

There are no capital and operation costs on the Gold Centre Property at this stage.

22 Economic Analysis

There is no economic Analysis for the Gold Centre Project at this stage.

23 Adjacent Properties

23.1 Alexander Property

North of Rupert's Gold Centre Property lies the adjoining Alexander Property owned by Conquest Resources Ltd. ("Conquest"). The property is comprised of 27 patented mining claims covering 448 hectares (1,107 acres) of land. The patented mining claims are 100% owned by Conquest while the surface rights to this property are owned by Goldcorp Inc. A 2% NSR was

reserved at the time of option during 2002 by the previous owner, Energold Minerals Inc. The claims adjoin the Goldcorp Inc. Red Lake Mine Property.

Prior to the Conquest's acquisition of the Alexander Property, three phases of exploration drilling had been carried out on the Alexander claims, totalling 58 drill holes. Initial drilling commenced in 1946 and again in 1971 by Alexander Red Lake Gold Mines Limited, followed by Getty Canadian Metals Limited in 1980 and 1981. Upon completing the 1981 exploration programme, a zone of intermittent gold mineralization was outlined over a 1,600m strike length immediately north of the central mafic intrusive body (McKillen, 2003). The Alexander Property remained unexplored between 1981 and 2002. A technical report written by Benjamin Batson (2012) has been filed by Conquest detailing the exploration activities on the Alexander Property.

Subsequent to Conquest acquiring the Alexander Property in 2002, an estimated 31,086 metres (55 drill holes) of additional surface exploration drilling has been completed between 2003 and 2011. Concurrent with the planning of Conquest's 2009/2010 drill program, Goldcorp Inc. inadvertently drilled four holes, totalling 1,911 metres across the western Goldcorp-Conquest property boundary from their Red Lake Mine Property.

According to Batson (2012), the stratigraphy under the Alexander Property has been demonstrated to host elevated gold values in the range of 1 to 31 grams per tonne in both conventional and nonconventional hosts. Additionally, the Balmer assemblage is cross-cut by late dykes and sills which contain locally elevated gold mineralization.

Although drilling activities by Conquest comprise a large portion of the exploration work on the Alexander Property to date, additional surface work has also been carried out. This work includes ground and airborne geophysical surveys as well as a surface trench mapping and sampling program. Such information regarding the technical nature of Conquest's exploration programs have been publicly disclosed by Conquest and filed on SEDAR (Batson, 2012).

At this time, no mineral resource estimation has been publicly disclosed nor any recent drilling beyond the 2011 drilling campaign.

FGC Inc. qualified persons have not been able to verify the information of this property. Information is not necessarily indicative of the mineralization that is present on the Gold Centre property.

23.2 Red Lake Mine

To the west of Rupert's Gold Centre Property lies the adjoining Red Lake Mine owned by Goldcorp Inc. ("Goldcorp") **(Figure 17)**. Goldcorp's active mining operation covers approximately 2,335 hectares and is accessible by Highway 105. The Red Lake gold deposit comprises several mineralized ore bodies which in practical terms can be crudely grouped spatially into three ore bodies by the historic production, being: the former Campbell mine and the former Red Lake (Dickenson) mine area, which by extension includes the Red Lake High Grade Zone ("HGZ") (Batson, 2012) **(Figure 17 and Figure 18)**. Currently, the Red Lake operation has a proven and probable reserve totalling 2.55 million ounces of gold as of December 31, 2013 (Goldcorp, 2014).

The Red Lake Gold Mine is hosted within the Balmer assemblage, the oldest sequence of the Red Lake Greenstone Belt. The Balmer Assemblage is comprised of highly deformed Mesoarchean tholeiitic volcano-sedimentary complex. The steeply plunging south-southwest folded package is unconformably overlain by Neoarchean felsic volcaniclastics, clastic and chemical sedimentary rocks of the Bruce Channel assemblage.

This deposit occurs within predominantly intensely altered mafic and ultramafic rocks, with lesser amounts of intercalated intermediate to felsic volcanic rocks and chemical to clastic sedimentary units. Hydrothermal alteration can be subdivided into three main phases: 1) an early alteration subdivided into a) carbonatization and pervasive biotite (potassic) alteration and (b) early silicification and aluminosilicate-bearing alteration; 2) main-stage vein phase of barren dolomite to ankerite, cockade breccias, and sheeted veinlet zones with chloritic alteration; and 3) a mineralisation phase with quartz-sericite+/- cordierite alteration and a late episode of veinlet controlled biotite +/- tourmaline alteration (Crick et al., 2006).

In general, there are three types of mineralization zones encountered at the Red Lake Gold Mines according to Crick et al. (2006), namely silica replaced carbonate veins with free milling gold, disseminated sulphide mineralization along major shears, and siliceous replacement-type mineralization marginal to veins. Structures at the mine exhibit three trends: conformable northwest, north-south and east-west. The conformable structures are most common and are subparallel to the foliation. The vein systems follow these structures. Complex vein arrays are those which also include the north-south and east-west components. The arrays are most common near high angle mafic-ultramafic contacts. The High Grade Zone occurs in such an environment where enhanced dilatency developed and was sustained over a long period of time (Crick et al. 2006).

Additionally, Goldcorp indicated in a news release dated May 31, 2002 that "*We believe that geological conditions hosting the Red Lake Mine may be repeated to the east, in this area, which may continue for up to 5,000ft (1,524 m) east to the property boundary*" and suggested the Far East Zone, to the east of the Red Lake mine "*has the potential to host both sulphide and high grade style mineralization comparable in size to the Red Lake Mine*". Goldcorp proceeded to report high grade mineralization obtained from the Far East Zone (including 48.7 g/t gold across 8.3m) (Goldcorp, 2002).

In a new releases dated December 18, 2002, Goldcorp confirmed the validity of their exploration model based on observations that "*the high grade mineralization at both the Red Lake Mine itself and the adjacent Campbell Mine is controlled by distinct linear structures with More than 75% of all the gold discovered at the Red Lake Mine occurs along, or adjacent to, such a structure."*. In the same news release, Goldcorp had mentioned "*We believe more gold will be discovered along extensions of this known structure and potentially along similar parallel structures which are interpreted to occur to the east in the Far East Zone"*, suggesting their interpreted exploration model for the Far East Zone "*has the potential to host a repeat sequence of our Mine*". and proceeded to report several intersections of high grade mineralization from the zone "*These results support our model which suggests the mineralization intersected from the 16 Level lies along the upward extension (towards surface) of the key structure hosting the HGZ and that the mineralization intersected from the 34 Level lies along a parallel structure to the east*" (Goldcorp 2002a), suggesting towards the Gold Centre Property.

On November 24, 2009, Goldcorp released an update of their 2009 exploration program, which had included the Far East Zone, "*Up-plunge and to the east of the Red Lake High Grade Zone lies an underexplored area called the Far East Zone. Assay results in 2009 indicate an ore grade gold zone at the 16 level that will continue to be tested as drilling moves closer to the surface*" (Goldcorp 2009). Assays results from the 16 level drilling yielded 29.83 g/t gold and 31.70 g/t gold over 9.24 metres and 4.00 metres, respectively (Goldcorp 2009).

More recently, Goldcorp had announced in their 2011 Annual Information Form that "*exploration and development work continued to advance the Upper Red Lake Complex, the Far East Zone and the Footwall Zones into sustained production as alternate sources of ore and to complement the fill the mills program and to provide flexibility*" (Goldcorp 2012).

The more recent discovery of the Far East Zone by Goldcorp has provided further support that the southwest dipping Red Lake Mine trend may potentially extend through the Gold Centre Property at depth.

FGC Inc. qualified persons have not been able to verify the information of this property. Information is not necessarily indicative of the mineralization that is present on the Gold Centre property.

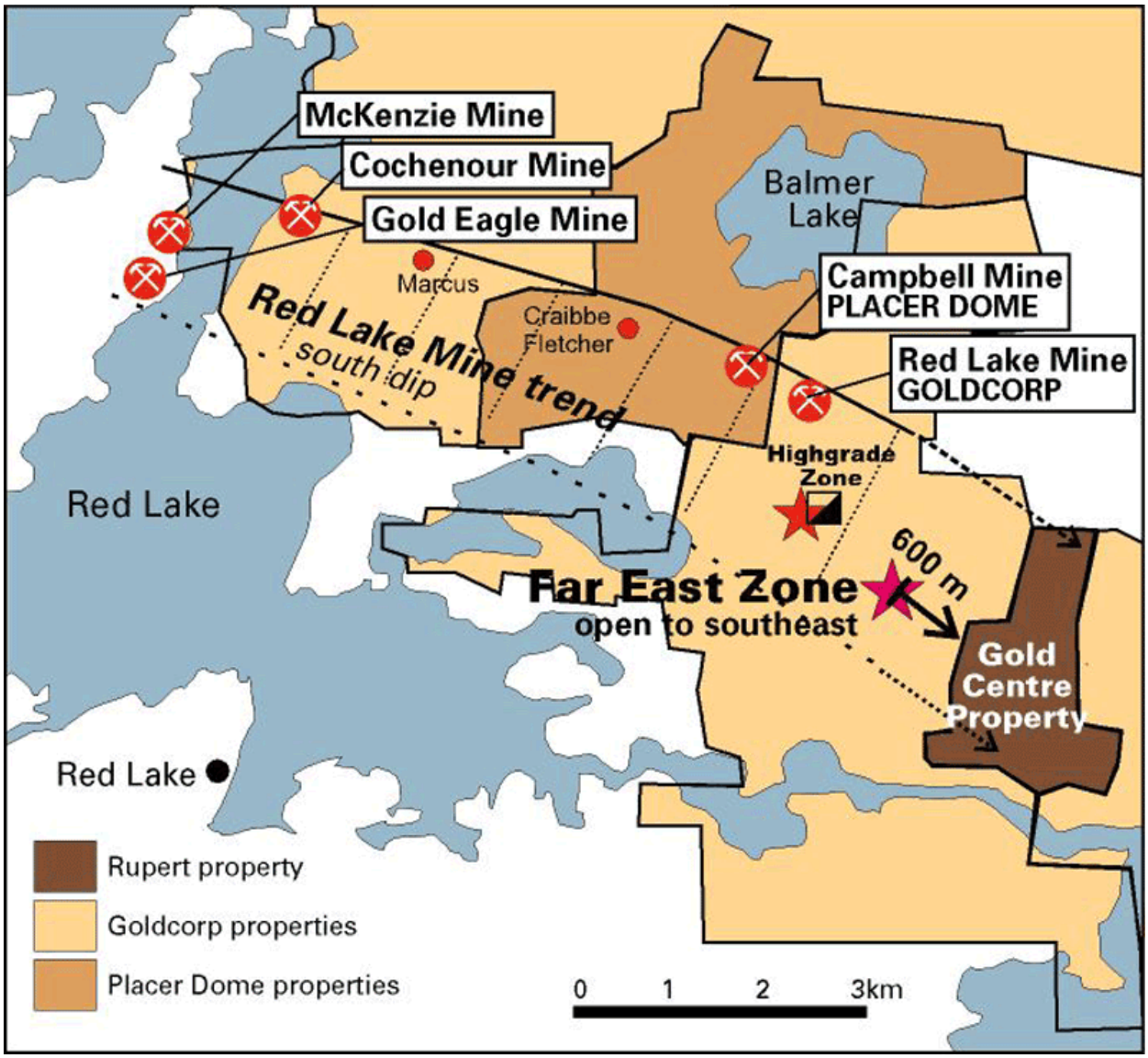

Figure 17.*Projected Red Lake Mine Trend through the Gold Centre Property, Including the Goldcorp's Far East Zone Located Approximately 600m from the Property Boundary. Source: Rupert's Project Database.*

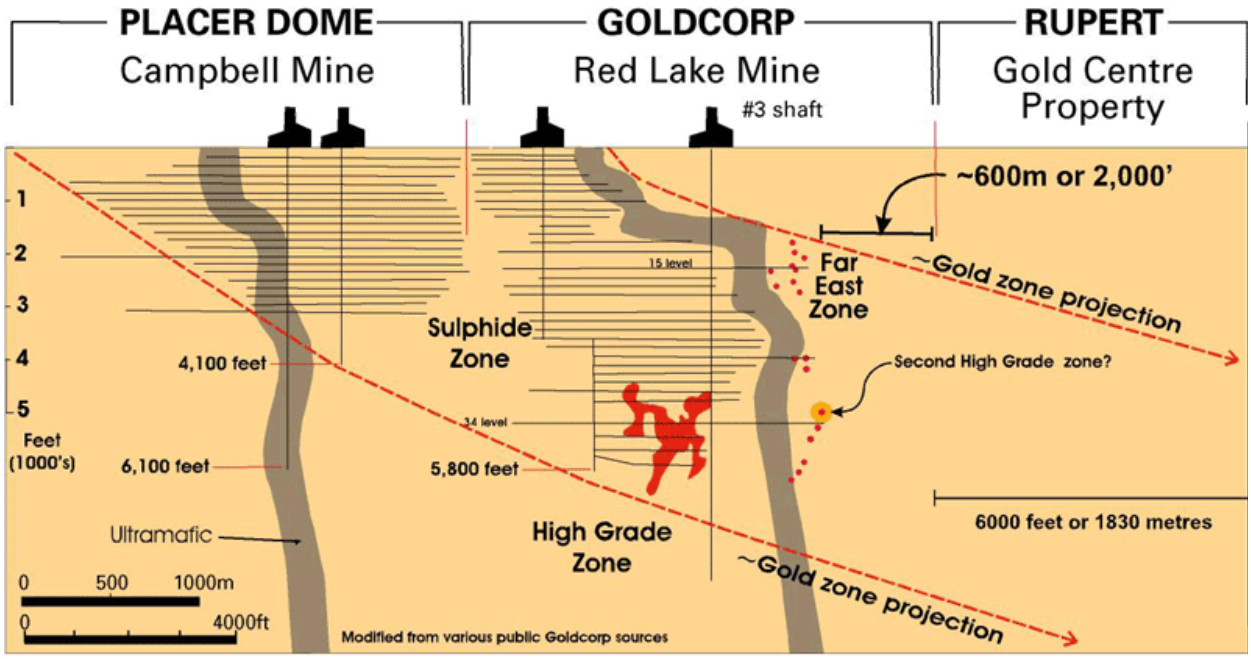

Figure 18. *Red Lake Gold Camp Long Section with Project Gold Trend through the Gold Centre Property. Source: Rupert's Project Database.*

24 Other Relevant Data and Information

To the authors knowledge there are no other relevant data and information on the Gold Centre Property.

25 Interpretation and Conclusions

The following interpretations and conclusions can be derived from discussions in the preceding sections:

- Rupert Resources Ltd. owns an undivided 100% interest in the Gold Centre Property.

- The Gold Centre Property is ideally located within a major regional deformation zone known as the Red Lake Mine Trend, where more than 90% of all gold produced in the Red Lake District has come from deposits within the Balmer assemblage.

- Upon retaining 100% interest on the Gold Centre property in 2003, Rupert has carried out two exploration drilling campaigns in 2004 and 2007, totalling 11,372 metres. Both drill programs were met with partial success by intersecting the favourable Balmer volcanics, however no significant intersection of gold mineralization was encountered in either drill campaign.

- The 2013 surface exploration program confirmed the presence of the Balmer mafic metavolcanics located in the northern portion of the Property. The Balmer mafic metavolcanics are interpreted to have been unconformably overlain by the clastic metasedimentary rocks of the Huston assemblage spanning the central portion of the property. The recent mapping program in conjunction with historical data has revealed the southern-half of the property is underlain by mafic and intermediate to felsic metavolcanic rocks of the younger Confederation assemblage.

- Lithogeochemical analysis from samples taken in 2013 have shown the Balmer mafic metavolcanic rocks are high-iron to high-magnesium tholeiite basalts while the mafic and intermediate to felsic metavolcanic rocks of the Confederation assemblage are calc-alkaline basalt to andesite and dacite to rhyolite, respectively.

- The 2013 geophysical IP survey identified nine (9) anomalous trends on the Gold Centre Property . Three demonstrated strong to very strong IP anomalies identified on the North grid (GCN-03, GCN-05 and GCN-06), while one very strong anomaly occurs in the northern part of the South Grid (CGS-01).

- The NE-SW cross-section of the Gold Centre Property **(Figure 9)** and referenced as the A-B line on the FGC Inc. compilation map **(Figure 8)** (current geology and historic drill hole data) provides the following information:

    a. Subsurface geology and structures correlate reasonably well with the geological information (rock types and structures - folding and faulting) as the result of Rupert's 2013 mapping and lithogeochemical sampling program, amidst scarce bedrock exposures on the Property.

    b. Strong to very strong chargeable areas, represented by GCN-03, GCN-05 and GCN-06 IP anomalies as shown by a horizontal bar on top of the cross-section correspond well with mapped and interpreted lithologies and structures **(Figure 9)**.

    c. IP anomalies GCN-03 and GCN-05 are indicative of sulphide mineralization source potentially associated with complexly folded/faulted contact between the Huston conglomerate and Balmer mafic metavolcanic rocks.

    d. Likely source for the GCN-03 and GCN-05 chargeability anomalies can be correlated with sulphide mineralization (trace to 3% disseminated po-py±asp) observed in some of the outcrops within the contact zone. However, the strength and size of these chargeability anomalies also suggesting that mineralization may potentially be extending from surface to up to a depth of 650m. In this scenario, the source for these anomalies can be attributed in part to the Balmer mafic metavolcanics which are infolded with Huston conglomerates up to vertical depth of 575m within this anomalous area.

e. The chargeability anomaly GCN-06 either corresponds to or flanks the South band conglomerate. However, no sulphide mineralization was observed in these outcrops to correlate with this anomaly.

- The interpreted unconformity between the Balmer and Huston assemblage could be a high priority target on the Gold Centre Property. According to Dubé (2003), several of the Red Lake mines occur within or adjacent to a regional unconformity.

- Goldcorp's more recent discovery of the Far East Zone, located approximately 600 metres west from Rupert's claim boundary, has provided further support the southwest dipping Red Lake Mine trend may potentially extend through the Gold Centre Property at depth.

- In order to advance the economic potential of the Gold Centre Property, a three phase exploration program has been recommended for Rupert. Phase I consists of attempting a **borehole geophysical 3D-IP survey** in holes 96-1, 98-1, RUP-04-01, and RUP-7-1 to identify conductive zones of potential gold mineralization adjacent to these holes. Phase II of the exploration program consists of a **minimum 3000-metre drill program** for drill testing three 3D-IP anomalies (GCN-03, GCN-05 and GCN-06) within the North Grid. A **trenching and sampling program** has also been suggested in Phase II in order to cover the area of a very strong Dipole-Dipole anomaly trend (GCS-01) in the South Grid. Exploration activities outlined in Phase I and Phase II are independent of each other and may be carried out in no particular order. Phase III recommends a 20 kilometre **geophysical 3D-IP survey** over the remaining portion of the Property only if drill tested IP anomalies and surface work from Phase II have yielded favourable results. The proposed budget required to carry out such exploration activities on the Gold Centre Property is estimated to be approximately $789,387.

26 Recommendations

FGC Inc. has recommended a three phase exploration program to be completed by Rupert in order to further advance the economic potential on their Gold Centre Property. Results derived from activities carried out in Phase I are independent of activities in Phase II and may be conducted by Rupert in no particular order. However, Phase III may only be executed if activities conducted in Phase II have yielded encouraging results.

PHASE I:

1) **Borehole Geophysical IP Survey:** It is recommended that Rupert attempt a borehole geophysical 3D-IP survey in holes 96-1, 98-1, RUP-04-01, and RUP-7-1. Priority should be given to holes 96-1, RUP-04-01, and RUP-7-1 which have intersected the Balmer mafic metavolcanics at depth containing weakly anomalous gold mineralization in quartz+/-carbonate veinlets. This borehole survey is an attempt to image any conductive anomalies of potential mineralization adjacent to these holes.

PHASE II:

1) **Drill Testing IP Anomalies:** A 3,000-metre drill program is recommended on the North Grid of the Property in order to test strong to very strong geophysical anomalies identified by Abitibi Geophysics **(Table 4)**.

   - **Evaluation of Anomaly GCN-03 and GCN-05:** Proposed holes DDH1 and DDH2 have been recommended to test geophysical anomalies GCN-03 and GCN-05, respectively, for contact/shear zone hosted gold mineralization, totalling 600 metres each **(Figure 19)**. Both anomalies have been identified by Abitibi Geophysics as strong to very strong.

   - **Evaluation of Anomaly GCN-06:** Proposed hole DDH3 is recommended to test a strong chargeability anomaly flanking/underlying the South band conglomerate, totalling 300m, in order to determine the source of this anomaly and potential gold mineralization that might be associated with it **(Figure 20)**.

   - **Evaluation of Anomaly GCN-03 and GCN-05 Beyond Vertical Extent:** Proposed hole DDH4, totaling1500m, has been recommended to test anomalies GCN-03 and GCN-05 beyond their current known vertical depth extent (up to 650m) **(Figure 19)**. This drill hole is required not only to intersect the contact zone at a shallower depth but to penetrate much deeper into the Balmer mafic metavolcanics where auriferous structures may potentially be present, as evidenced from historical deep drilling on the property (e.g., 96-1 and RUP-04-01). The drill collar for this proposed hole should be placed east-northeast of drill hole 96-1 in order to intersect the favourable Balmer volcanics according to desired depth.

2) **Broad trenching and sampling program:** Trenching and sampling is recommended for a very strong chargeability anomalies (CGS-01) covering grid lines L8+00E to L12+00 between 25+50S to 29+25S **(Figure 11)**. No drilling is recommended unless favourable results have been obtained from the trenching and sampling program.

Table 4. *IPower3D® Diamond Drilling Targets Proposed by Abitibi Geophysics (2013).*

Anomaly	DDH Target (not collar)			Priority
	Easting	Northing	Estimated vertical depth below surface (m)	
CGN-03	450 506	5 654 960	300	1
CGN-05	450 700	5 654 725	300	
GCN-06	331 600	5 324 900	300	2

PHASE III:

1) **Geophysical IP Survey:** A 3D-IP geophysical survey is recommended over the remaining portion of the Gold Centre Property (20 line kilometres) only if drill tested anomalies and surface work carried out in Phase II have yielded favourable results. This survey would attempt to detect additional sulphide mineralization or resistive zones of silicification within the interpreted southeast extension of the major deformation zone, identified as the Red Lake Mine trend and host to various gold deposits on Goldcorp's adjacent Red Lake Mine Property.

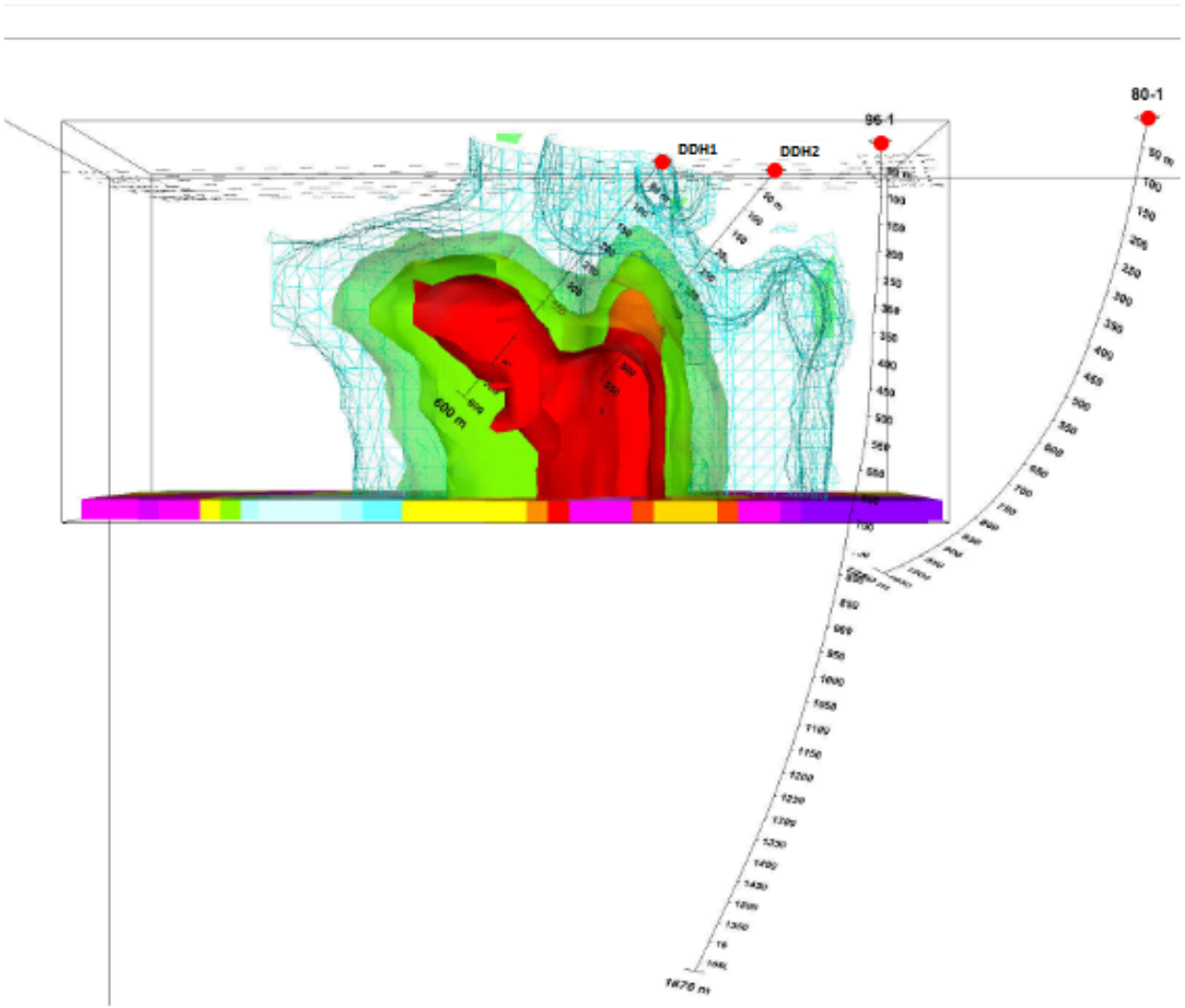

Figure 19. *Proposed holes (DDH1 and DDH2) and existing Rupert Resources DDH (looking East). Source: Abitibi Geophysics (2013*

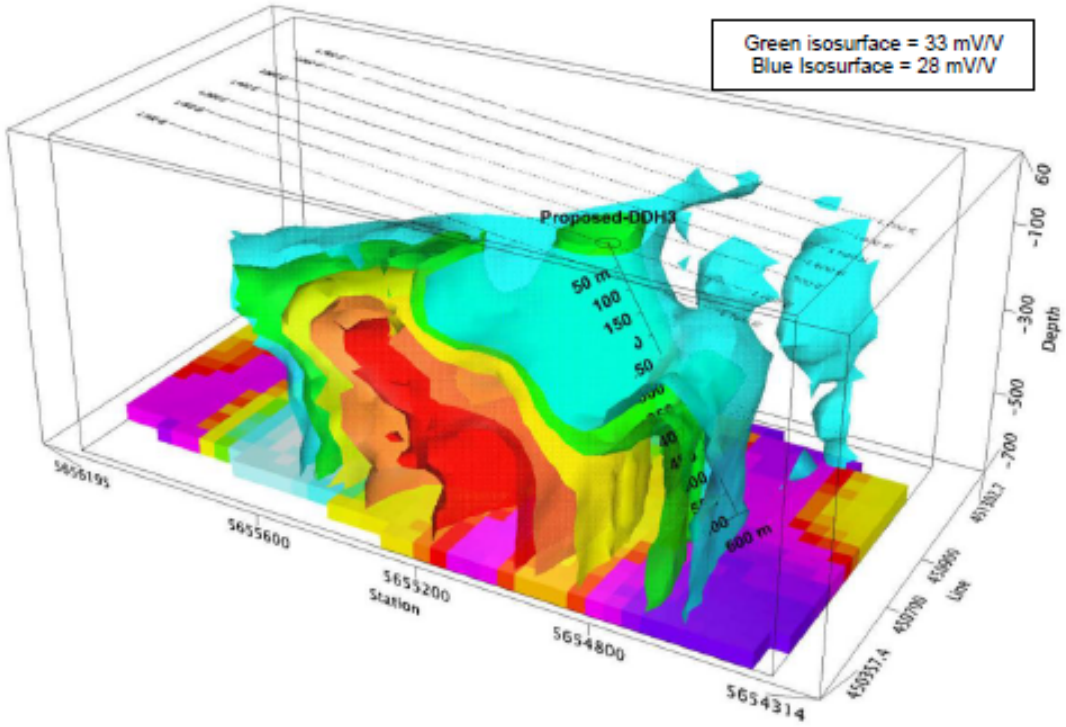

Figure 20. *Proposed hole DDH3 testing anomaly GCN-06 (looking northeast). Source: Abitibi Geophysics (2013)*

26.1 Proposed Budget

A three phase exploration program has been recommended for Rupert on their Gold Centre Property. The budget required to carry out such exploration activities on the Gold Centre Property is estimated to be $789,387, of which $89,320 is to be spent on a borehole geophysical IP survey, $546,810 on drilling, $58,982 on trenching and sampling, and the remaining $94,275 on a ground geophysical IP survey if required. Details regarding the exploration budget have been presented in **Table 5**.

Table 5. *Proposed Exploration Budget for the Gold Centre Property.*

Activities	Description	Quanity	Rate	Estimated Cost ($CA)
Borehole Geophysics (PHASE I)	Dummy Holes (including mob/demob/setup)	1	$11,700	$11,700.00
	Downhole 3D-IP Survey (including mob/demob/setup)	1	$61,850	$61,850.00
	Reporting	1	$7,650	$7,650.00
	Subtotal			**$81,200.00**
	Contingency 10%			$8,120.00
	TOTAL			**$89,320.00**
Drilling (PHASE II)	Geophysical Targets (GCN-03, GCN-05, and GCN-06)	3000	$100/m	$300,000.00
	Analytical Samples	1500	$40/sample	$60,000.00
	Mob-Demob	6	$1500/rd. trip	$9,000.00
	Truck/Snowmobile/ATV Rental incl. Fuel	1.5	$4,000/mth	$6,000.00
	Logging and Cutting Facility	1.5	$6,000/mth	$9,000.00
	Equipment Rentals (Cutting Saw, Software, Comm.)	1.5	$2,500/mth	$3,750.00
	Room/Board (2 geologist, 1 geotech)	1.5	$10,000/mth	$15,000.00
	Personnel (2 geologist, 1 geotech, + 10% admin)	45	$1,430/day	$64,350.00
	Core Storage	n/a	$10,000	$10,000.00
	Reporting	n/a	$20,000	$20,000.00
	Subtotal			**$497,100.00**
	Contingency 10%			$49,710.00
	TOTAL			**$546,810.00**
Trenching and Sampling (PHASE II)	Trenching Work/Excavation	n/a	$15,000	$15,000.00
	Analytical Samples	200	$40/sample	$8,000.00
	Mob-Demob	2	$1,500/rd.trip	$3,000.00
	Truck/ATV Rental incl. Fuel	0.5	$4,000/mth	$2,000.00
	Room/Board (1 geologist, 1 geotech)	0.5	$6,600/mth	$3,300.00
	Personnel (1 geologist, 1 geotech, +10% admin)	14	$880/day	$12,320.00
	Reporting	n/a	$10,000	$10,000.00
	Subtotal			**$53,620.00**
	Contingency 10%			$5,362.00
	TOTAL			**$58,982.00**
Ground Geophysics (PHASE III)	Mob-Demob (5 Person Crew)	1	$3,290/day	$3,290.00
	Line Cutting	14.5	$650/km	$9,425.00
	3D-IP Survey	20	$2,950/km	$59,000.00
	Magnetic Survey	20	$210/km	$3,990.00
	Reporting	n/a	$10,000	$10,000.00
	Subtotal			**$85,705.00**
	Contingency 10%			$8,570.50
	TOTAL			**$94,275.50**
GRAND TOTAL				**$789,387.50**

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28 Statement of Qualifications

28.1 Ike A. Osmani

I, Ike A. Osmani of 1803-5611 Goring Street, Burnaby, British Columbia, do hereby certify that:

1. I am a graduate of Lucknow University, Lucknow, India, with a Bachelor of Science Degree in Geology (1971).

2. I hold a Master of Science Degree in Geology from Aligarh Muslim University, Aligarh, India (1973).

3. I hold a Master of Science degree in Geology with major in Geophysics from University of Windsor, Ontario, Canada (1982).

4. I have been practicing my profession since 1981 both as research geoscientist and mapping geologist with government surveys and, as an exploration geologist with major/junior exploration and mining companies in Canada and internationally.

5. I am a member of the Association of Professional Engineers and Geoscientists of the Province Of Manitoba (#22870); a member of the Association of Professional Geoscientists of Ontario (#0609); and a member of the Association of Professional Engineers and Geoscientists of British Columbia (#32050).

6. I have read the definition of "qualified person" set out in NI 43-101 and certify that by reason of my education, affiliation with a professional associations (as defined by NI43-101) and past relevant work experience, I fulfill the requirements to be a qualified person for the purposes of NI 43-101.

7. I have over thirty years of mapping and mineral exploration (precious and base metals) experience in the Archean greenstone belts across the Canadian Shield, especially the western shield areas in northwestern Ontario where the subject Property is located. This extensive experience provided the adequate knowledge and understanding of the geology, deposit types and mineralization styles to critically review and assess technical data and to make recommendations on the subject Property.

8. I am responsible for the compilation and interpretation of all sections of the technical report entitled, *"NI 43-101 Technical Report on the Gold Centre Property, Red Lake, Northwest Ontario", dated June 30, 2014*. As of the date of the certificate, I certify, that to the best of my knowledge, information and belief, this Technical Report contains all scientific and technical data to be disclosed to make the report not misleading.

9. I am not aware of any material fact or material change with respect to the subject matter of this technical report, which is not reflected in this report, the omission to disclose which would make this report misleading.

10. I am independent of the issuer (Rupert Resources Limited) applying the test in section 1.5 of NI 43-101, and there were no circumstances that were or could be seen to interfere with my judgment in preparing the Technical Report.

11. I have read National Instrument 43-101 and Form 43-101FI, and this Technical Report has been prepared in compliance with that instrument and that form.

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

Dated this 16th day of July 2014, at Burnaby, British Columbia

Ike A. Osmani, M.Sc., P.Geo.

28.2 Nicholas Zulinski

I, Nicholas Zulinski of 150 Flat Sedge Cres., Ottawa, Ontario, do hereby certify that:

1. I am a graduate of the University of Ottawa, Canada, with a Bachelor of Science Degree in Geology (2007).

2. I hold a Master of Science Degree in Geological Science and Engineering from Queen's University, Ontario, Canada (2010).

3. I have been actively engaged in the mineral exploration industry since 2007.

4. I am a member of the Association of Professional Geoscientists of Ontario (#2359).

5. I have read the definition of "qualified person" set out in NI 43-101 and certify that by reason of my education, affiliation with a professional associations (as defined by NI43-101) and past relevant work experience, I fulfill the requirements to be a qualified person for the purposes of NI 43-101.

6. I am responsible for the compilation and interpretation of all sections of the technical report entitled, *"NI 43-101 Technical Report on the Gold Centre Property, Red Lake, Northwest Ontario", dated June 30, 2014*. As of the date of the certificate, I certify, that to the best of my knowledge, information and belief, this Technical Report contains all scientific and technical data to be disclosed to make the report not misleading.

7. I have over five years of mineral exploration experience working in precious metals, base metals, and REE projects within Canada as well as abroad, 4 years of which have been within Archean greenstone belts of northwestern Ontario where the subject Property is located. This extensive experience provided the adequate knowledge and understanding of the geology, deposit types and mineralization styles to critically review and assess technical data and to make recommendations on the subject Property.

8. I am not aware of any material fact or material change with respect to the subject matter of this technical report, which is not reflected in this report, the omission to disclose which would make this report misleading.

9. I am independent of the issuer (Rupert Resources Limited) in accordance with the application of Section 1.5 of National Instrument 43-101.

10. I have read National Instrument 43-101 and Form 43-101F1, and this Technical Report has been prepared in compliance with that instrument and that form.

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

Dated this 16th day of July 2014, at Ottawa, Ontario

Nicholas Zulinski, M.Sc., P.Geo.