TECHNICAL REPORT
ON THE
CHESTER, NEVILLE/POTIER & MOLLIE RIVER PROPERTIES
PORCUPINE MINING DIVISION,
ONTARIO, CANADA
FOR
GOLDON RESOURCES LTD.

April 8, 2013
Toronto, Ontario, Canada

Howard Coates, M.Sc., P.Geo.
MPH Reference: C-2409

TABLE OF CONTENTS

LIST OF TABLES

LIST OF FIGURES

LIST OF PHOTOS

DATE AND SIGNATURE PAGE

The undersigned, Howard J. Coates, prepared all of Sections 1 to 21 inclusive of this Technical report, titled *Technical Report on the Chester, Neville/Potier & Mollie River Properties, Porcupine Mining Division, Ontario, Canada* for GoldON Resources Ltd. with an effective date of April 8, 2013, in support of the public disclosure of technical aspects of the Chester, Neville/Potier and Mollie River Properties. The format and content of the report are intended to conform to Form 43-101F1 of National Instrument 43-101 of the Canadian Securities Administrators.

Signed,

Howard J. Coates, M.Sc., P. Geo. April 8, 2013

SUMMARY

Introduction

MPH Consulting Limited ("MPH") has prepared an independent report on the GoldON Resources Ltd., (formerly Newcastle Minerals Ltd.) ("GoldON", or the "Company") optioned Chester, Neville/Potier and Mollie River Properties located in the Swayze Greenstone Belt Area, Porcupine Mining Division, Ontario. This report is an Independent Technical Report prepared to Canadian National Instrument 43-101 ("NI 43-101"), Form 43-101F1, Technical Report and Companion Policy 43-101CP standards. The report assesses the technical and economic potential of the project areas and recommends a follow-up program.

Property and Agreements

The Properties area is located at approximately 47° 36' North latitude and 81° 56' West longitude about 140 kilometres north-northwest of Sudbury and approximately 110 kilometres south-southwest of Timmins, Ontario. The Chester, Neville/Potier and Mollie River Properties (the "Properties") of GoldON Resources Ltd. comprise four separate claim blocks in the Swayze Greenstone Belt area of the Porcupine Mining Division, northern Ontario. The Company has earned a 100% interest the Properties which together comprise 30 claims totalling 415 units covering an un-surveyed area of 6,640 hectares or 66.4 km^2. The mineral rights are located in National Topographic System ("NTS") of Canada 1:50,000 scale map sheet 41P/12.

The four claim blocks are subject to Option Agreements outlined as follows:

- The Chester Property is subject to an Option Agreement between Pete Robert, the "Owner" and Newcastle Minerals Limited, GoldON's predecessor, dated March 4, 2010.
- The Neville/Potier Property is subject to an Option Agreement between Pete Robert (37.5%), Wade Kornich (37.5%) and 2125930 Ontario Ltd. (25%), the "Owners" and Newcastle Minerals Limited, GoldON's predecessor, dated March 29, 2010.
- The two Mollie River Properties are subject to an Option Agreement between Larry Salo, the "Owner" and Newcastle Minerals Limited, GoldON's predecessor, dated March 3, 2010.

Location, Accessibility, Infrastructure and Local Resources

Access to the Swayze Belt Properties area is very good. The area is reached from the city of Sudbury, via Trans Canada Highway and northerly on Provincial Route 144. Alternatively, the area may be reached from the City of Timmins by proceeding along Provincial Route 101 and then southerly on Route 144. The total road distances from Sudbury and Timmins are approximately 155 and 140 kilometres respectively. The various Properties are easily accessible via local forest access roads.

The cities of Greater Sudbury (population ~160,000) and Timmins (population ~43,000) are both major mining centres. Both can provide modern housing as well as full educational, medical, recreational and shopping facilities. Labour, industrial supplies and services for mining and exploration activities are readily available in the region. The Canadian National Railway crosses Highway 560 at Ostrom, the closest station, located some 17 kilometres east of the Highway 144 junction. Several scheduled daily flights are available to Toronto from both Timmins and Sudbury.

The Properties have no on site permanent facilities. Other facilities and services such as telephone lines, adequate electrical energy for a mining/ milling operation and an adequate fresh water supply are all situated within several kilometres of the Properties.

History

The gold potential of the Swayze greenstone belt has been recognized since the early 1900's. An early discovery was made at Moore Lake, Yeo township, in 1912 by P. Moore who test-pitted an auriferous quartz-carbonate vein within pyritized, carbonatized metasediments. Gold and copper mineralization in quartz-carbonate veins within sheared granite was investigated in Chester township in 1910. This showing (Lawrence prospect) eventually produced some 16 tons of 7% Cu, 0.15 oz/T gold per ton in 1916.

Historical exploration on the GoldON Swayze Properties is outlined by claim group under three sub-headings:

- The GoldON Chester claim,
- The Neville/Potier claim block, and
- The Mollie River properties

The GoldON Chester Claim

A search of DNDM open file assessment reports of Chester township shows that the area of the current claim has been staked for much of the last 30-40 years but only a modest amount of detailed work has been reported that is specific to the current claim.

The earliest DNDM assessment report directly pertaining to the Chester claim was submitted by Nu-Start Resources Corporation in 1985. Three diamond drill holes were put down about a kilometre northwest of the current Chester claim. In 1988, Seaway Base Metals Limited completed a fixed-wing airborne geophysical survey centered on Bagsverd Lake and covering the current claim. A total of 82 km of magnetic and VLF electromagnetic surveying was completed.

The Neville/Potier Claim Block

This large tract of mineral rights covers most of the southern half of Potier township and the southeastern quarter of Neville township. The property lies about 2 to 2.5 kilometres to the north of the historical Chester group of Au occurrences and the Côté Lake gold deposit

The earliest known geological study including the current property is the report entitled *"Geology of the Three Ducks Lake Area"* by H. C. Laird contained in the ODM Report, Volume XLI, Part 3, 1932. Detailed geological mapping was conducted by geologist W. Gerrie of Swastika, Ontario in the summer of 1950 on a 13 claim group straddling the boundary between Potier and Yeo townships. Four of the historical one-unit claims lay inside the current Property.

The Three Duck Lake Syndicate conducted a diamond drilling program of 2 holes with a total combined length of 617 feet. The most common intersections were schist and greenstone. This historical property is located on the current Neville-Potier Property, on the north side of Schist Lake.

In 1970, Siscoe Metals performed geological and geochemical surveys on a 22 claim property in Potier Township. This property is located in the southwest portion of the current property west of Schou Lake. In 1971, the company performed an induced polarization and resistivity survey on their Triduc Property located east of Schou Lake in Potier Township. Generally, the results indicate a few definite anomalies that were not thought to be strong enough to indicate any extensive mineral deposits.

In 1984, Hargor Resources Inc. conducted an electromagnetic and magnetic survey on its Neville, Potier and Huffman Townships Property. The geophysical results indicated two anomalous areas on the property which were recommended for drilling. In 1985 the company put down two diamond drill holes totalling 800 feet to test the gold potential of possible iron formation. Two iron formation units were intersected in both holes but assays showed only weak gold and silver values. No further work was recommended. The holes are both located on the current Property near its western boundary.

Between the 1980's and the present time several airborne geophysical surveys have covered parts of the current property.

The Mollie River Claim Blocks

The earliest exploration activity took place during the period of 1922 to 1935, in Champagne and Churchill Townships located east of the current Properties, beginning with a gold discovery in 1922 near the railway bridge at Makwa.

In 1971 Texasgulf drilled geophysical targets in gabbro north of Mollie Lake in search of copper and nickel sulphide mineralization. Magnetite was found and is considered to have been the cause of the geophysical anomalies. Although no assays were reported, drill logs make reference to a number of structural zones with quartz-carbonate stringers and "above average" disseminated sulphide including chalcopyrite within mafic and intermediate intrusions.

In 1980 Canadian Gold and Metals Ltd. performed a geophysical survey along with a small amount of stripping and blasting on what is now claim P4277606.

In 1987, Benneweis Township claims including most of the current Mollie River East Block were staked by Edward J. Korba of Connaught, Ontario and transferred to Actuate Resources Limited. Line cutting commenced in the winter of 1987-88 but was not completed until August, 1988. A geological survey was carried out between August 9th and August 22nd (MNDM reference; AFRI # 41P12SE0525).and a magnetometer survey between August 14th and August 23rd, 1988 both by A. C. A. Howe International Ltd.

In 1988 M. Alexander and N. Novak undertook a geological mapping program on claims in the central portion of Benneweiss Township for Blue Falcon Mines Ltd. and Robert Leliever Property Holdings. This detailed mapping, on a cut grid with 100 meter line spacing, covered most of the current Mollie River West Block and all of the East Block.

Geology and Mineral Deposits

The Chester, Neville/Potier and Mollie River Properties lie within the southern portion of the Abitibi Subprovince of the Archean Superior Province of the Canadian Shield. The Abitibi Subprovince is bordered by the Proterozoic Southern and Grenville Provinces to the south and east, the Kapuskasing Structural Zone to the west and the Opatica Gneiss Belt to the north.

The supracrustal rocks of the southern part of the Abitibi greenstone are divided into four paleotectonic domains (Hodgson *et. al.*,1990) within the relatively short (geologically) late Archean temporal range between 2750 to 2674 Ma (Corfu *et. al.*, 1989) (Ayer *et. al.*, 2002). The four domains include:

- Oceanic crustal lithologies including tholeiitic basalt and komatiites,
- Island arc assemblages including calc-alkaline basalts and rhyolites,
- Continental margin quartz-rich clastic sedimentary rocks with interbedded komatiite flows, and
- Possible molasse type assemblages including polymictic conglomerates, sandstones and associated trachytes.

The lithological assemblages of the southern Abitibi belt have been disrupted by two major structural breaks or deformation zones known as the Porcupine-Destor Break and the Larder Lake-Cadillac Break. These breaks and their offshoots are narrow high strain zones characterized by widespread alteration features of various types, widespread intrusion of felsic epizonal dykes and stocks as well as mafic dykes and stocks, and the emplacement of quartz veins that are often auriferous. All of the major gold producing areas of the southern Abitibi (Timmins, Kirkland Lake, Matachewan, Cadillac, Malartic, Val d'Or, etc.) are within several kilometres of these structural breaks.

The GoldON Properties are located in the Swayze greenstone belt in the southwestern corner of the Abitibi Subprovince. The Swayze belt, like the rest of the Abitibi greenstone belt, contains a variety of extrusive and intrusive rock types ranging from ultramafic through felsic in composition, as well as both chemical and clastic sedimentary rocks (Heather, 2001). The Swayze area underwent a complex and protracted structural history of polyphase folding, development of multiple foliations, ductile high-strain zones, and late brittle faulting. An important structural element is the Ridout Deformation Zone (RDZ), a major east-west high-strain zone that is interpreted to be the western extension of the Larder Lake-Cadillac deformation zone of the Abitibi belt (von Breemen et al., 2006).

The Chester claim is underlain primarily by an east-west trending steeply dipping intermediate to felsic metavolcanic to volcaniclastic assemblage that has been intruded by an irregular-shaped migmatitic hornblende diorite body. The volcanic assemblage belongs to the Chester Group which is thought to be correlative with the Pacaud Group in the eastern sector of the Abitibi Subprovince. A north-northwesterly trending diabase dyke cuts the above units.

The Neville-Potier Project lies within a belt of metavolcanic rocks which make up the lower part of the north limb of the Swayze Syncline. This part of the Syncline consists mainly of sheared tholeiitic basaltic flows of Archean (early Precambrian) ages, which are mainly fine grained but contain massive, medium to coarse grained sections. Locally, the strike of the flows is reported as west (290 degrees), and the dip is steep and to the south. Several belts of intermediate to felsic pyroclastics, tuffs and cherts occur concordantly within the mafic metavolcanics."

An important aspect of the Neville-Potier Property is its proximity to the Ridout Deformation Zone which is generally recognized as the western extension of the Larder Lake-Cadillac Break. The Ridout Deformation Zone is spatially associated with the two largest former gold producers the Joburke and Jerome Mines. The Cote Lake gold deposit in Chester township is similarly located within a few kilometres of the Ridout DZ.

The Mollie River Properties have not been mapped in detail by GoldON. The following description of local geology is quoted from an historic assessment report. The property is dominated by granitic rocks to the west and north with granitic rocks appearing again on the eastern most edge of the property. The remainder of the property is dominated by a north - northeast to northeast trending intrusive body of intermediate to mafic migmatitic rocks. Fine to medium grained diabase dikes up to 30 meters wide are numerous throughout the property.

Mineralization on the property was confined to or associated with the intermediate to mafic migmatitic rocks and occurred in two forms. The first type was found sporatically in the mafic rich sections of the medium to coarse grained dioritic to gabbroic rocks. Mineralized sections typically contained 5-10% (rarely up to 10%) disseminated and/or blebby pyrite and trace - l% blebby to finely disseminated chalcopyrite. The second type of mineralization is hosted in both the granodiorite and the mafic xenoliths derived from the adjacent intermediate to mafic intrusion. Mineralization is finely disseminated pyrite and chalcopyrite up to 2% and is locally concentrated in narrow shears and narrow quartz veins up to 5% pyrite and 2% chalcopyrite, other major quartz veins on the property were observed to be barren of sulphide minrealization."

There are no significant gold or base metal occurrences located to date on the GoldON Properties.

Exploration

Exploration work has been completed in recent years on the various claim blocks that make up the current Chester, Neville-Potier and Mollie River Properties collectively the GoldON Swayze Belt Properties.

Geological Mapping and Prospecting Activities

There are several reports and compilations that describe the regional geology of the southern part Swayze Greenstone Belt. No detailed geological mapping has been done by GoldON on any of the current Properties. The only property-scale mapping known at present is historical work that includes the current Mollie River East Property (Alexander and Novak, 1988).

In 2011, GoldON conducted a prospecting and sampling program on the Neville-Potier Property. A total of 207 grab samples were taken from a variety of rock types and alteration styles and

selectively assayed for gold, VMS and Cu-Ni-PGE metal suites. Anomalous gold values were encountered ranging from 0.6 grams per tonne down to 0.2 grams per tonne in a variety of lithologies all containing quartz veining or flooding. The highest gold value encountered in outcrop (0.6 grams per tonne gold) also contained 0.04 % copper and 0.1 % molybdenum. Two samples of siliceous felsic metavolcanics taken 73 meters apart assayed 0.30 % copper 0.17 % copper respectively.

In 2012, brief prospecting and sampling programs were undertaken on the Chester and Mollie River Properties. A total of 15 samples were collected from the Chester property and 18 from the Mollie River Property. No significant anomalous precious or base metal values were obtained.

Geophysical Surveys

Surface geophysical surveys have been conducted on the Chester and Mollie River East Properties.

In 2010, a program of geophysical surveys was conducted over the land portion of the current Chester claim. The geophysical program consisted of total field magnetic, and VLF-EM electromagnetic surveying. The VLF and magnetic surveys partially outlined several anomalies that were considered to be possibly prospective for further mineral exploration. The most significant anomalies appear to be the VLF-EM anomalies. An IP/Resistivity survey was recommended to further evaluate the property. Line cutting, magnetometer and induced polarization/resistivity surveys were carried out in 2012. The IP survey identified a weak chargeability anomaly in the western part of the Property with associated mixed, linear zones of high and low resistivities.

In 2010, ground geophysical surveys including IP/resistivity and magnetometer surveys were conducted on the Mollie River East Property. Coincident magnetic and chargeability anomalies were selected as drilling targets.

No indirect-approach orientation surveys or systematic exploration geochemical work such as soil, humus, till or stream sediment, etc. sampling has been conducted on the GoldON Properties.

Drilling

Drilling on the Chester, Neville-Potier and Mollie River falls under three categories:

- Historical exploration drilling on the current Neville-Potier Property,
- Early stage exploration diamond drilling completed in recent years on the current Chester and Mollie River Properties, and
- Geotechnical drilling completed by Trelawney Mining and Exploration Inc. on the Neville-Potier Property

There are no known historical drill holes on the current Chester or Mollie River Properties. The various drilling programs are summarized in the following sections.

Historical Drilling Neville-Potier Property

All of the historical drill hole data for the Neville-Potier Property comes from reports and drill logs prepared by previous holders of mineral rights in the area. Periodic interest in the area resulted in two drilling programs for a total of four drill holes.

2011 Diamond Drilling Program, Chester Property

In the summer of 2011 GoldON completed a four-hole 1,050 metre BTW (42.0 mm core diameter) diamond drilling program to test magnetic anomalies and VLF- electromagnetic conductors on the Chester Property. While no significant gold assays were returned, anomalous gold was encountered and was dominantly associated with variable degrees of sulfide mineralization, alteration and fracturing in intermediate intrusive (primarily hornblende diorite) and occasionally intermediate-to-mafic metavolcanic rocks.

2010 Diamond Drilling Program, Mollie River Property

First Lithium Resources Inc. optioned the GoldON Mollie River Properties in 2010 and completed geophysical surveys and diamond drilling programs. Between late November 2010 and early January 2011 First Lithium Resources Inc. completed a ten-hole 1,952.9 metre NQ (47.6 mm core diameter) diamond drilling program to test magnetic and IP/Resistivity anomalies and VLF-electromagnetic conductors on the Mollie River East Property. Drill holes intersected massive, fine-to coarse-grained gabbro, granite and granodiorite units that are locally chloritic, silicified and carbonate-altered along narrow late shears and fractures. Mineralization consists of trace to maximum 5% pyrite, pyrrhotite and chalcopyrite over core intervals of up to 14 m. Minor sections of elevated copper values were obtained over a few meters, and the best gold value was 1.51 g/t Au over a 0.6 metre core length.

2012 Geotechnical Drilling Program, Neville-Potier Property

As part of a larger program associated with the proposed development of its Côté Lake Gold Project located in Chester township, Trelawney Mining and Exploration Inc. provided investment funding to complete a geotechnical drilling program on GoldON's Neville Potier Property. Knight Piésold Ltd. ("Knight Piésold") was retained to conducted preliminary geotechnical investigations to characterize foundation conditions and to install hydrogeological monitoring wells related to the proposed Côté Lake Gold Project infrastructure. A number of these holes were completed within GoldON's Neville-Potier claim block. A total of twenty four (24) drillholes were completed within the GoldON claims block.

The geotechnical parameters evaluated by the drilling program have little significance to the early-stage exploration program being conducted on the Neville-Potier claims. However, the drilling has provided useful information to GoldON's exploration team on overburden conditions and bedrock geology. The drilling sites are randomly located in the exploration sense but nevertheless managed to intersect anomalous gold values in a hematite altered sheared granite in drill hole DH12-TMF-11.

Data Verification

The data verification aspects are confined to the confirmation of existence of work sites such as survey grids, property boundaries, and drill holes. Due to a lack of available sampling media at

the time of the site visit it was not practical for MPH to implement a check sampling program in connection with this report. Also being early-stage exploration properties without significant mineral occurrences or drilling intersections, there isn't a lot that requires independent verification.

The confirmation of existence of work sites investigation for MPH was done by H. Coates during his April 4, 2013 site visit. In essence all of the work sites and technical observations reported by previous operators and checked by MPH were found to be properly recorded and accurate within acceptable limits.

In reviewing the historic information on the Properties there is occasional information that might indicate some degree of attention to Quality Assurance/Quality Control ("QA/QC") matters. However, nowhere in the records examined to date are there written protocols covering the technical aspects of the historic exploration and development programs. It is suggested that GoldON should formulate a set procedure for all sampling activities to ensure compliance with exploration best practices.

Adjacent Properties

Prospecting and exploration activity in the vicinity of the GoldON Swayze Belt Properties began in the early 20th century and has continued sporadically to the present time. The first known discovery was the Lawrence copper prospect on the east shore of Mesomikenda Lake, Chester Township in 1910. The first auriferous prospect of note was the Chester Shannon Au-Ag-Cu prospect discovered in 1927 approximately 2 kilometres southwest of the Company's Chester Property. During the latter part of the 1920's through to the early 1940's exploration activity was significant and included prospecting, trenching and diamond drilling plus the sinking of shallow shafts (Kingsbridge[Gomak], Shannon Island, Strathmore, Young Shannon). From the early 1970s to about 1990, there was a great deal of surface work and drilling performed along with some limited underground investigations. With the consolidation of control of a group of properties by Trelawney Mining and Exploration Inc. in 2006 further exploration work led to the discovery of the Côté Lake deposit.

In addition the past producer Jerome Gold Mine is located some 12 kilometres to the west and along strike from the Neville-Potier Property.

Mineralization associated with the other gold deposits described here conceivably could be found on the GoldON Swayze Belt Properties. MPH has not independently verified the information from these adjacent properties and notes that the following information is not necessarily indicative of similar mineralization on the GoldON Properties.

Mineral Processing and Metallurgical Testwork

No mineral processing studies or metallurgical testwork have been carried out on auriferous material from the current Properties.

Mineral Resource and Reserve Estimates

To the knowledge of MPH Consulting Limited no NI 43-101 compliant mineral resource or mineral reserve estimates have been undertaken for the current properties.

Environmental Considerations

It is always prudent to consider environmental and water resources aspects of a potential mining property at an early stage of its exploration. The type of mineral exploration work that was done on most parts of the current properties typically results in some land disturbance (for example drill access roads, grid lines, drill sites and surface trenches), but usually does not generally create significant pollution problems such as acid drainage and metal leachate. The detrimental impact of these historical mining sector activities is very limited. However, the properties are not entirely greenfields situations because they have been subjected to extensive forest harvesting over the last several decades. The basic task at this time is to define baseline parameters so that the environmental situation can be documented in its semi-natural state prior to potential major mining/processing activities.

There are good indications that some parts of the Neville-Potier Property are being considered as possible areas for mining infrastructure related to IAMGOLD's advanced stage Côté Lake Gold Project located a few kilometres to the south. GoldON has completed a geotechnical drilling program on the Neville-Potier claims that was equity financed by Trelawney Mining and Exploration Inc., now wholly owned by IAMGOLD.

If Phase 1 exploration is successful in demonstrating mineral potential on the Swayze Belt Properties GoldON plans to conduct a preliminary environmental baseline examination as part of Phase 2 exploration and as a precursor to more detailed work as the potential mining project moves forward. The first stage of this work is envisioned to be a general baseline study for the purpose of identifying flora and fauna species with a designated *at risk* status.

Interpretation and Conclusions

MPH is of the opinion that the GoldON Swayze Properties represent very good exploration prospects in an established formerly producing gold district.

There have been significant advances in geophysical surveying since the 1980's when the bulk of the historical exploration work was done on the Properties. This is particularly relevant with respect to interpretation of high-resolution magnetic surveys for structural/stratigraphic mapping, and to detection and delineation of deeper resistivity and chargeability targets by Induced Polarization/Resistivity surveying.

Although the Swayze Belt has seen exploration activities throughout much of the 20th century and in more recent years, the overall level and sophistication of work is significantly less here than along the more famous and productive paleotectonic settings along the Porcupine–Destor and Larder Lake-Cadillac Breaks. It is rare to encounter a section along the Larder Lake-Cadillac Break without extensive multidisciplinary exploration and drilling campaigns. Even areas with hundreds of meters of Proterozic cover sediments have been drilled. Geological studies have now clearly established that both major Breaks extend into the Swayze Belt and that the Ridout Deformation Zone is the extension of the Larder Lake-Cadillac Break. GoldON's Neville-Potier Property covers an approximately fifteen kilometre swath along the Ridout Break and that section has a grand total of four drill holes.

The general paleotectonic setting of the southern Abitibi belt is highly conducive to the emplacement of a variety of mineral deposit types including:

1. Low-sulphide auriferous quartz veins: The Porcupine-Destor Break and the Larder Lake-Cadillac Breaks and their equivalents (Ridout) and offshoots are narrow high strain zones characterized by widespread alteration features of various types, widespread intrusion of felsic epizonal dykes and stocks as well as mafic dykes and stocks, and the emplacement of quartz veins that are often auriferous. All of the major gold producing areas of the southern Abitibi are within several kilometres of these structural breaks.
2. Massive sulphides: Calc-alkaline volcanic arc assemblages host Cu-Zn+/-Au+/-Ag massive sulphide deposits that include the Noranda District cluster of deposits in Quebec and the giant Kidd Creek Mine near Timmins, Ontario.
3. Magmatic Ni-Cu deposits: Orebodies associated with ultramafic sills and/or komatiites have also seen production in the region.

The GoldON Properties have all been previously explored to varying degrees. However, upon examination of program details most programs have serious shortfalls in terms of logical and systematic approach to target definition. A few examples are presented to illustrate this conclusion:

1. 2010-2011 Mollie River Drilling Program: The report on this program (Fedikow, 2011) states rather pointedly; *"The First Lithium Mollie River drill program was designed to test magnetic and induced polarization anomalies. No other survey data was integrated with these data to target diamond drill holes."* In this case there is a detailed geological map available from the MNDM open file assessment reports covering the area in question (Alexander and Novak, 1988). An examination of the 1988 map shows widespread outcrops of gabbro with minor disseminated pyrite, pyrrhotite and chalcopyrite. The drilling program encountered gabbro with minor disseminated pyrite, pyrrhotite and chalcopyrite.
2. Chester Drilling Program: The work program completed on the Chester Property is almost the reverse of a systematic exploration approach. A standard approach would be something like prospecting, geological mapping, +/- geochemistry, magnetic and VLF-EM surveys, followed by IP/resistivity surveys and then drilling. The actual situation started with magnetic and VLF-EM surveying followed by drilling, then IP/resistivity surveying. There is still no detailed geological map of the Property.

It is concluded that the logical systematic approach to exploration is the best approach going forward. Based on current information most of the under explored mineral potential, particularly for gold, is expected to lie inside or near the greenstone belt portion of the large Neville-Potier Property. The Chester and Mollie River Properties need to be more thoroughly reviewed on the basis of existing data before committing to major expenditures such as sophisticated geophysical surveys or substantial drilling programs.

Neville-Potier Property

Basic information on the Neville-Potier Property includes regional geological mapping by the OGS and a high quality 1:20,000 scale airborne magnetic, electromagnetic and radiometric survey flown in 2009 that covers most, but not all, of the prospective stratigraphy. This provides

an excellent start, but given the very large area involved, it is a major undertaking to complete systematic geological, alteration, structural and geochemical investigations to identify areas for detailed geophysical surveys and eventually drilling. The time frame for systematic multidisciplinary exploration is expanded further due to the need for some operations in certain areas, such as drilling/geophysics on lakes and wetlands to be undertaken in winter, or for mapping/prospecting, etc. to be done during snow free conditions.

As part of the current report MPH (Jeremy Brett, Senior Geophysical Consultant) compiled the public domain airborne geophysics available for the general area of the GoldON claim blocks. Subsequently the author reviewed his findings and provided geological input to the overall task of choosing a suitable test area for sophisticated IP/resistivity on the Neville-Potier block. While there are quite a few parts of the Neville-Potier block that show good promise in terms of geology and structure, one area definitely stands out above the rest and that is shown on the attached maps.

The feature of particular significance is a major magnetic low area that includes the historical Chester gold operations and the Cote Lake deposit (both on adjacent mineral properties not owned by GoldON) and extends north into GoldON's Neville-Potier claims. This feature effectively crosses the geological grain from the Chester pluton in the south, through the volcanic units of the Swayze Belt and into the granitoid domain to the north. This could be indicative of a major alteration system. Theoretically magnetite in various lithological units is altered to non-magnetic Fe minerals such as hematite, pyrite etc. The gold mining areas of the Abitibi belt are characterized by complex structure and widespread alteration. It is interesting that one of the IAMGOLD geotechnical holes (DH12-TMF-11) into this feature found hematite alteration and anomalous gold.

Chester Property

The Chester Property covers a modest ~48 hectares with approximately a third of the surface area covered by water. Detailed ground magnetics, drilling and IP/resistivity (in that order) is completed on the property. Detailed geological, alteration/structural mapping might provide some further exploration ideas when evaluated in the context of the existing data.

Mollie River Properties

As noted above there appears to be a good property scale geological map for the Mollie River East property that was not utilized for developing the 2010-11 drilling targets. This map could be field checked to determine its accuracy and if warranted included in a review of the general mineral potential

MPH concludes that an early-stage exploration program to define the mineral potential of the GoldON Swayze Belt Properties is fully warranted and justified.

Recommendations

MPH's recommendations for ongoing work on the Swayze Belt Properties encompass three main exploration/development objectives:

- Implementation of a systematic multidisciplinary approach to exploration of the three properties. The main opportunity for this type of exercise lies in the Neville-Potier

Property where there is a very large tract of prospective mineral rights that needs to be reduced to discreet high quality target areas. These potential target areas in turn need to be further distilled to conceptually sound testing sites for drilling/trenching activities that may lead to discovery.

- The remaining two Properties, Chester and Mollie River have the general early stage components of systematic exploration completed for the most part, along with target development geophysical work and drilling. The basic problem here is that the steps are not always in the logical order. For these properties it needs to be determined if a re-evaluation of the early stage data might lead to further basic work or result in better choices for drill targets.
- The third general recommendation is to evaluate the potential of relatively new exploration techniques such as deep penetrating IP/Resistivity surveys, MMI geochemistry, etc. that have not been tried on the current Properties. Orientation-type tests, possibly with limited drilling, would be required before embarking on production-scale surveys.

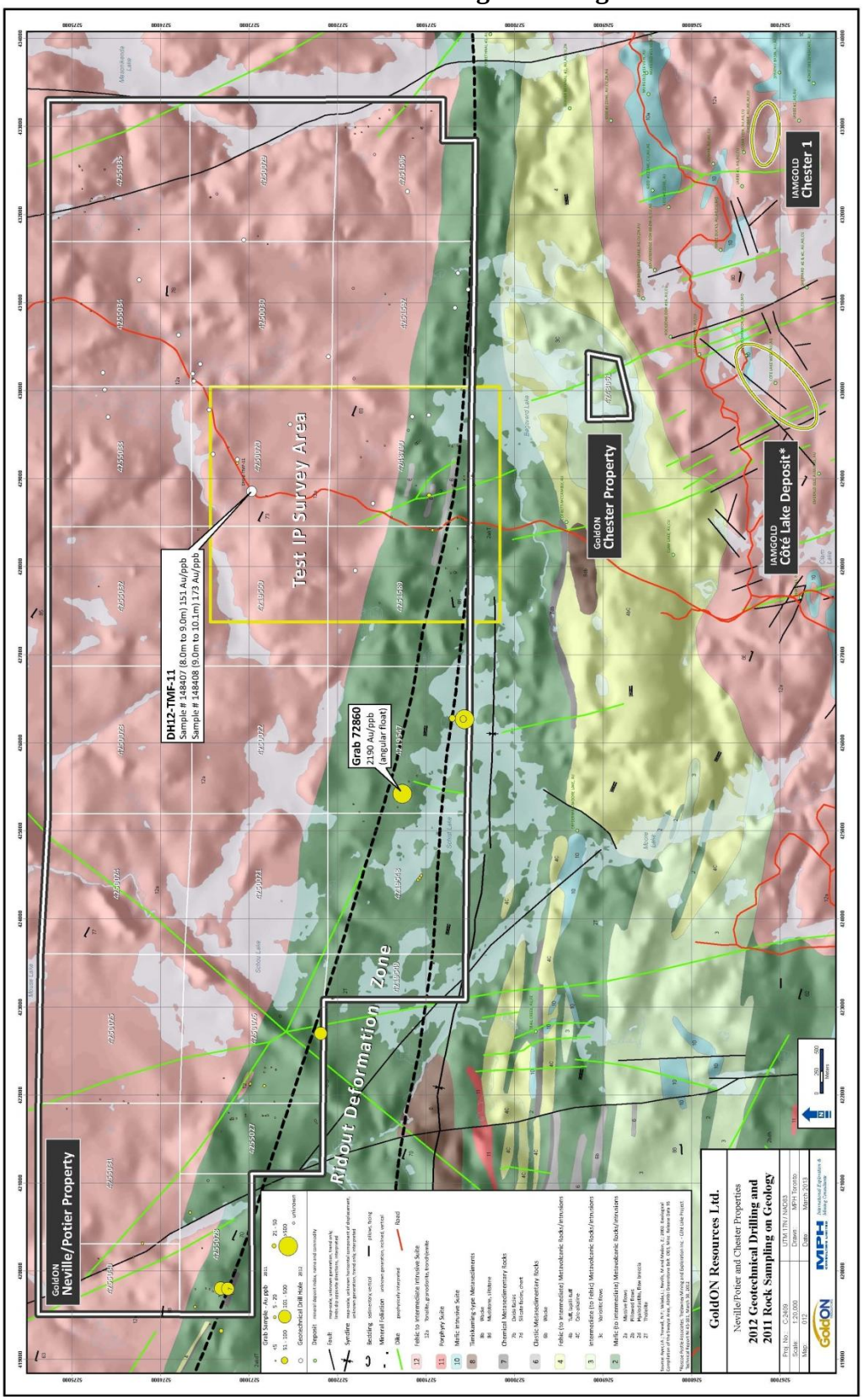
The initial steps to advancing the Neville-Potier Property include:

- the commencement of systematic lithological and alteration mapping,
- IP/resistivity test surveying, and
- Geochemical orientation studies.

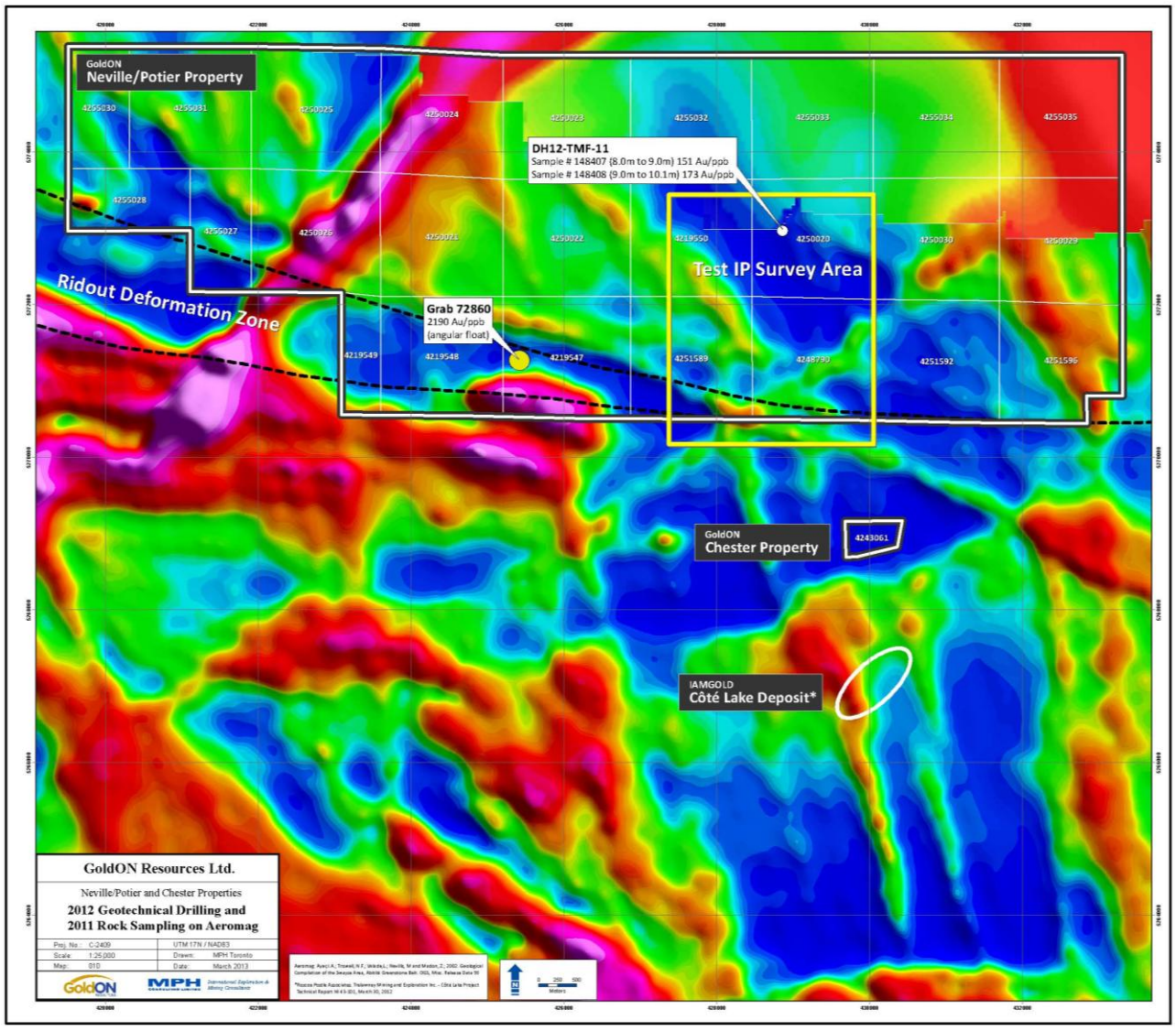
The geological mapping needs to systematically build upon the excellent regional work of the Ontario Geological Survey ("OGS") and the Geological Survey of Canada ("GSC"). The details of lithological units, alteration features, structural phenomena, and mineralization characteristics all need to be thoroughly recorded. The Ridout Deformation Zone needs to be thoroughly mapped and compared to the other deep-seated structures in the southern Abitibi Belt, the Destor-Porcupine and Larder Lake-Cadillac Breaks. Importantly, the more significant structures in terms of economic potential are splays or secondary breaks off the major deformation zones. Finally, it is highly significant that tonalite gneisses and possibly other non-greenstone belt lithologies north of the Ridout DZ are locally auriferous when conventional wisdoms dictates the contrary.

The following figures illustrate the starting point from which the systematic exploration should evolve. The first shows the geology in very general terms as mafic volcanic/intrusive rocks with a few patches of sediments and tonalite gneiss. The magnetics shown in the second indicates a less simplistic picture. Both show the general starting area for multidisciplinary exploration (yellow outline). Note that actual surveys will be constrained by the property boundaries.

Initial Test Area on Geological Background



Initial Test Area on Magnetic Background



The main budget items connected with this project are expenditures for the following:

- Assemble administrative and technical staff and consultants/contractors to manage and implement the program.
- Review and evaluate historic mining and exploration files and data sets and compile in digital format according to set priorities.
- Obtain or renew various permits required to conduct exploration/development activities.
- Complete geological, geochemical and geophysical exploration, program.
- Complete 1,000 metres of follow-up NQ drilling to test exploration or orientation survey targets.

A budget of approximately C$ 1.5 million is required to complete the early stage exploration work on the Swayze Belt Properties. This is a preliminary estimate. Thorough program planning and cost estimations that will require tendered quotations from various contractors will need to be obtained before a final cost estimate can be made. The table below provides a preliminary summary of the total work program budget over a one year period. In the opinion of MPH Consulting Limited this work is fully warranted and justified. Additional expenditures may be required to continue work on the Swayze Belt Properties after the initial program is completed. Additional debt and/or equity funding would be required for this.

GoldON Swayze Properties Preliminary Budget Proposal (C$)

		DETAILS	SUMMARY
Staffing			**$ 395,000**
	Supervision & Consulting (includes site visit)	$ 80,000	
	Senior Geologist (Office & field work)(120 days @ $1000)	$ 120,000	
	Field Geologist (geological mapping) (120 days @ $750)	$ 90,000	
	Field Technician (2x100 days @ $400)	$ 80,000	
	Geophysicist (includes site visit)	$ 10,000	
	Casual Labour	$ 5,000	
	Data Processing/CAD	$ 10,000	
Support Costs			**$ 135,000**
	Food & Accom.	$ 50,000	
	Field Supplies & Equip.	$ 25,000	
	Map/Drawing Charges	$ 10,000	
	Travel	$ 15,000	
	Communications	$ 5,000	
	Equipment rental (rock saw, ATV, etc.)	$ 10,000	
	Vehicle Rental (4x4 pick-up, casual car-truck rentals)	$ 10,000	
	Fuel & Maintenance	$ 10,000	
Grids			**$ 54,000**
	Linecutting/re-establish old grids (100km @ $525/km)	$ 52,500	
	Mob/demob	$ 1,500	
Geochemistry			**$ 125,000**
	MMI Orientation Survey	$ 120,000	
	Mob/demob	$ 5,000	
Geophysics			**$ 310,000**
	Gradient IP/Resistivity orientation survey	$ 250,000	
	Magnetics	$ 50,000	
	Mob/demob	$ 10,000	

Drilling			**$ 200,000**
	Mob/Demob (1000m NQ @ $150/m)	$ 150,000	
	Drilling	$ 50,000	
Analyses			**$ 45,000**
	Assays/analyses	$ 35,000	
	QA/QC	$ 10,000	
Report Costs			**$ 100,000**
	Project Report	$ 100,000	
	Sub-Total		**$ 1,364,000**
	Management (10%)		**136,400**
	GRAND TOTAL FOR BUDGET PURPOSES		**$ 1,500,400**
	Add HST @13% (May be wholly or partially refundable to OpCo)		**$ 195,052**
	GRAND TOTAL INCLUDING HST		**$ 1,695,452**

1.0 INTRODUCTION

At the request of Mr. Michael Romanik, President & Director, GoldON Resources Ltd. ("GoldON"), 108-800 Kelly Road, Victoria, BC, V9B 6J9, MPH Consulting Limited ("MPH"), of 133 Richmond Street West, Toronto, has completed an independent report on the Company's optioned interest in unpatented mining claims covering the Chester, Neville/Potier and Mollie River Properties (the "Properties"). This report is formally an Independent Technical Report prepared to Canadian National Instrument 43-101 ("NI 43-101"), *Form 43-101F1, Technical Report and Companion Policy 43-101CP* standards. The report assesses the technical and economic potential of the project area and recommends a follow up program.

MPH understands that GoldON is a junior mining company trading on the TSX Venture Exchange (TSX-V; GLD) and that this Report may be used to support corporate development activities and filings with the appropriate regulatory authorities.

1.1. Authorization and Terms of Reference

GoldON retained MPH on November 15th, 2012, to prepare an Independent Technical Report to conform with National Instrument 43-101. This report on the Chester, Neville/Potier and Mollie River Properties dated November 30th, 2012 was commissioned and authorized by Mr. Michael Romanik, President and Director of GoldON. The report was prepared in Toronto, Canada between November 15th, 2012 and April 8, 2013.

1.2. Qualifications of MPH and Authors

MPH is an international geological and mining consulting firm, which was incorporated in the Province of Ontario in 1967. MPH provides a wide range of geological and mining consulting services to the international mining industry, including geological, evaluation and valuation reports, pre-feasibility and feasibility studies on mineral properties. The firm's services are provided through an office in Toronto, Ontario, Canada. MPH is not an insider, associate or affiliate of GoldON.

The Report has been prepared by Mr. Howard Coates, P.Geo, Associate Geological Consultant with MPH. Mr. Coates has 42 years experience in the mining industry. The author has extensive experience in the evaluation of diamond, gold and base metal exploration and mining projects throughout the world, including extensive experience in gold and base metals projects in the Abitibi Belt of northern Ontario and specifically in the Porcupine Mining District.

MPH Consulting Limited has a demonstrated track record in undertaking independent assessments of Resources and Reserves, project evaluations and audits, technical reports and independent feasibility evaluations to bankable standards on behalf of exploration and mining companies and financial institutions worldwide. More importantly, both of the authors of this Report have the relevant experience to the deposit type reviewed in this Report.

Neither MPH nor the author of this Report (nor his family members or associates) have a business relationship, other than acting as an independent consultant, with GoldON or any

associated company, nor with any company mentioned in the Report, which is likely to materially influence their impartiality or create the perception that, the credibility of the Report could be compromised or biased in any way. The views expressed herein are genuinely held and deemed independent of GoldON.

Moreover, neither the author of the Report nor MPH (nor his family members or associates) have any financial interest in the outcome of any transaction involving the properties considered in this Report, other than the payment of normal professional fees for the work undertaken in their preparation (which are based upon hourly charge-out rates and reimbursement of expenses). The payment of such fees is not dependent upon the content or the conclusions of either this Report, or any consequences of any proposed transaction.

GoldON has accepted that the qualifications, expertise, experience, competence, and professional reputation of MPH's Principals, Associate Geologists and Engineers are appropriate and relevant for the preparation of this Report. GoldON has also accepted that MPH's principals are members of professional bodies that are appropriate and relevant for the preparation of this Report.

1.3. Scope of Work and Sources of Information

GoldON commissioned MPH to compile the Technical Report on the Property and develop an exploration/development program.

In preparing this Report, MPH reviewed geological reports and maps, miscellaneous technical papers, company letters, memoranda and other public and private information as listed in the "Reference" section of this report. In addition, MPH completed a site visit and interviews with key personnel as well as drawing on its own experience in base metal projects and previous work in Canada and elsewhere.

The following documents are of particular importance in connection with the current Technical Report:

- Alexander, M. and Novak, N. 1988: Geological Report on Blue Falcon Mines and Robert Leliever Property Holdings in central Benneweiss Township (Assessment Report 41P12SE0527).
- Clark Exploration Consulting Inc., 2012: Chester Property Field Work Summary. Unpublished company report.
- Durham, B., and Duess, R., 1996: Technical Report on the Bagsverd Lake Property, Chester and Yeo Townships. (Assessment File 41P12SW0016
- Fedikow, M., 2011: First Lithium Resources Inc., Benneweiss Property 2010 Exploration Program, Benneweiss Township, Ontario NTS 41P/12SE. Unpublished company report.
- Knight Piésold Ltd., 2012: 2012 Winter Site Investigation Summary, Neville-Potier Property of Newcastle Minerals. Unpublished company report.

- Siemieniuk, S., 2011: Report of 2011 Induced Polarization Survey On the Chester (formerly Bagsverd Lake) Property Chester Township, Ontario, Porcupine Mining Division Claim 4243061. Unpublished company report.
- Siemieniuk, S., 2012: 2012 Winter Site Investigation and Hydrogeological Drilling On Newcastle Minerals Ltd's. Neville-Potier Property, Porcupine Mining Division, Neville and Potier Townships; NTS 41 O/09 and 41 P/12. Unpublished company report.
- Terraquest Ltd. 1985: Report on airborne magnetic and VLF-EM surveys, Swayze Syncline area, Porcupine Mining Division, Ontario for Blue Falcon Mines Ltd. (Assessment File 41P12SE0525).
- Winter, L.D.S., Geophysical Survey Report on the Bagsverd Lake Property, by Dan Patrie Exploration Limited for Newcastle Minerals Ltd. Unpublished company report.

The report is based on personal observations of bedrock exposures, together with extensive communications with GoldON's managerial staff, particularly Michael Romanik, President and CEO. Additional key information was provided by senior MPH personnel, notably Jeremy Brett, Senior Geophysical Consultant (historical airborne geophysical compilation) and economic geologists Paul Sobie and Bill Brereton, President and Vice President respectively, of MPH Consulting (Swayze Belt geological/mineral deposit knowledge). Mr. Coates visited the Swayze Belt Gold Properties on April 4, 2013.

This report is based on information known to MPH as of April 8, 2013.

Unless otherwise noted, all measurement units used in this report are metric, and currency is expressed in Canadian Dollars. The exchange rate on January 7th, 2013 was 1 Canadian dollar approximately equal to $0.99 United States dollar.

2.0 RELIANCE ON OTHER EXPERTS

MPH assumed that all of the information and technical documents reviewed and listed in the "References" are accurate and complete in all material aspects. While MPH carefully reviewed all of this information, MPH has not concluded any extensive independent investigation to verify their accuracy and completeness.

MPH has not searched titles to the land holdings and has not independently verified the legal status of the ownership of the Property or the underlying agreements. Information provided in this report with respect to land holdings and legal status is that provided to MPH by GoldON Resources Ltd.

The information, conclusions contained herein are based on the information available to MPH at the time of preparation of this Report, assumptions, conditions and qualifications as set forth in the Report and data listed in the "References".

GoldON has warranted that a full disclosure of all material information in its possession or control has been made to MPH. GoldON has agreed that neither it nor its associates will make any claim against MPH to recover any loss or damage suffered as a result of MPH's reliance upon the information provided by GoldON for use in the preparation of this Report. GoldON has also indemnified MPH against any claim arising out of the assignment to prepare this Report, except where the claim arises as a result of any proved wilful misconduct or negligence on the part of MPH. This indemnity is also applied to any consequential extension of work through queries, questions, public hearings or additional work required arising from MPH's performance of the engagement.

GoldON has reviewed draft copies of the Report for factual errors. Any changes made as a result of these reviews did not involve any alteration to the conclusions made. Hence, the statement and opinions expressed in this document are given in good faith and in the belief that such statements and opinions are not false and misleading at the date of this Report.

MPH reserves the right to, but will not be obligated to, revise this Report and conclusions thereto if additional information becomes known to MPH subsequent to the date of this report.

3.0 PROPERTY DESCRIPTION AND LOCATION

3.1. Mineral Policy Ontario

The Fraser Institute, an independent non-partisan research and educational organization based in Canada, conducts an annual survey of metal mining and exploration companies to assess how mineral endowments and public policy factors such as taxation and regulation affect exploration investment (McMahon & Cervantes, 2011). Survey results represent the opinions of executives and exploration managers in mining and mining consulting companies operating around the world. The survey now covers 93 jurisdictions around the world, on every continent except Antarctica, including state or provincial jurisdictions in Canada, Australia, and the United States.

The Fraser Institute survey gauges the effects on exploration of government policies including uncertainty concerning the administration, interpretation, and enforcement of existing regulations; environmental regulations; regulatory duplication and inconsistencies; taxation; uncertainty concerning native land claims and protected areas; infrastructure; socioeconomic agreements; political stability; labour issues; geological database; and security. The Policy Potential Index is based on ranks and normalized to maximum score of 100. The 2011/2012 survey places Ontario in the top twenty jurisdictions (ranking 13th of 93) with a score of 79.4. By comparison top ranked New Brunswick scored 95.0 and bottom ranked Honduras scored 1.7.

In Ontario, the ownership of surface rights and mining rights can vary from one property to another, particularly in regions where settlement and industry have a long history. The Canada *Constitution Act, 1867* gave the then existing provinces, including Ontario, ownership of the public property within their boundaries (i.e. to the provincial Crown), which then issued grants of land known as "Crown Patents". In 1913, the province of Ontario amended its *Public Lands Act* so that any title granted by the Crown before the amendment was deemed to include mining rights ownership. Any parcels of land granted by the Crown after May 6, 1913, may or may not include the mining rights depending on how the title is worded. Ontario's current *Public Lands Act* authorizes the Minister of Natural Resources to sell or lease land. Today, the province's policy is to reserve mining rights to the Crown in the majority of land grants (Ontario Ministry of Northern Development and Mines website www.mndm.gov.on.ca).

At the time of writing the core portions of the long established mining areas in Ontario, including the current property, are dominated by long standing Patented Mining Claims which may or may not include other ownership titles such as surface and timber rights. On Crown lands, and private lands that do not include mining rights, mineral exploration rights may be acquired by claim staking.

A staked mining claim provides the owner the exclusive right to explore for minerals. Once a claim is staked, the owner must perform exploration work to maintain it in good standing. This is called assessment work. This work must amount to at least $400 per claim unit (1 unit = 16 hectares) per year and be reported to the Mining Lands Section of the Ministry of Northern Development and Mines. Assessment work is not required in the first year after recording a mining claim. Claims are forfeited if the assessment work is not done. The mining rights affected by the forfeiture then return to the Crown and may be staked by someone else.

Patented claims do not have assessment work expenditure or reporting requirements. These claims remain in good standing as long as applicable taxes are paid to the local municipality.

The claim holder's right is only to explore for minerals on mining claims. Mining (i.e. extraction of the minerals) cannot take place until the claims are brought to lease. Mining leases are issued for the express purpose of undertaking mineral exploration, development or mining. The claim holder is entitled to a lease upon fulfilling the requirements of the *Mining Act*.

Mining leases are issued for twenty-one year terms and may be renewed for further 21-year periods. Leases can be issued for surface and mining rights, mining rights only or surface rights only. Once issued, the lessee pays an annual rent to the province. Further, prior to a mine coming into production, the lessee must comply with all applicable federal and provincial legislation.

Ontario's *Mining Act* is the legislation which provides for acquiring land for mineral exploration and development. Ontario's Ministry of Northern Development and Mines (MNDM) administers the *Mining Act*, which sets out rules for all aspects of mineral exploration and development.

3.2. Chester, Neville/Potier and Mollie River Properties

The Properties area is located at approximately 47° 36' North latitude and 81° 56' West longitude about 140 kilometres north-northwest of Sudbury and approximately 110 kilometres south-southwest of Timmins, Ontario (Figure 3-1). The Chester, Neville/Potier and Mollie River Properties (the "Properties") of GoldON Resources Ltd. comprise four separate claim blocks in the Swayze Greenstone Belt area of the Porcupine Mining Division, northern Ontario (Figure 3-2). The Company has earned a 100% interest the Properties which together comprise 30 claims totalling 415 units covering an un-surveyed area of 6,640 hectares or 66.4 km^2. The mineral rights are located in National Topographic System ("NTS") of Canada 1:50,000 scale map sheet 41P/12. The coordinates shown in Figures 3-2, 3-3 and 3-4 below are Universal Transverse Mercator ("UTM") coordinates UTM Zone 19, NAD 83. A summary of mineral rights is provided in Table 3-1.

Table 3-1: GoldON Swayze Properties, Summary of Mineral Rights

Property	Number of Claims	Number of Units	Area (Ha.)	Surveyed	Assessment Work Due
Chester	1	3	48	no	June 4, 2016
Neville/Potier	26	375	6000	no	Dec. 17, 2012
Mollie River West	1	6	96	no	Sept. 9, 2013
Mollie River East	2	31	496	no	June 18, 2015
Total	**30**	**415**	**6640**		

The four claim blocks are subject to Option Agreements outlined as follows:

- The Chester Property is subject to an Option Agreement between Pete Robert, the "Owner" and GoldON's predecessor company, Newcastle Minerals Limited dated March 4, 2010.

- The Neville/Potier Property is subject to an Option Agreement between Pete Robert (37.5%), Wade Kornich (37.5%) and 2125930 Ontario Ltd. (25%), the "Owners" and Newcastle Minerals Limited, GoldON's predecessor company, dated March 29, 2010.
- The two Mollie River Properties are subject to an Option Agreement between Larry Salo Robert, the "Owner" and Newcastle Minerals Limited, GoldON's predecessor company, dated March 3, 2010.

The pertinent claims are listed, and key terms and conditions of these agreements will be summarized for the individual claim blocks below.

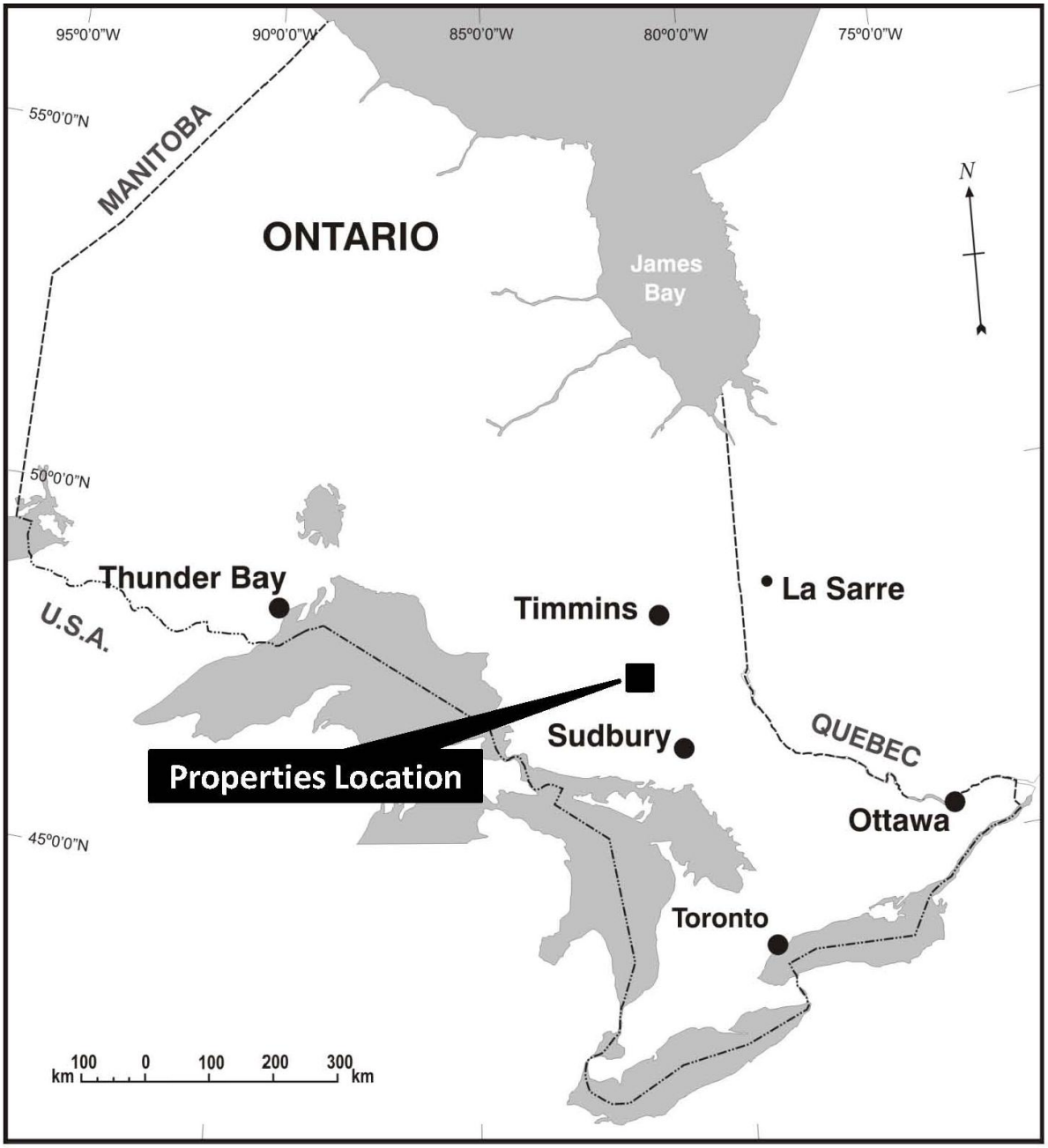


Figure 3-1: Location Map

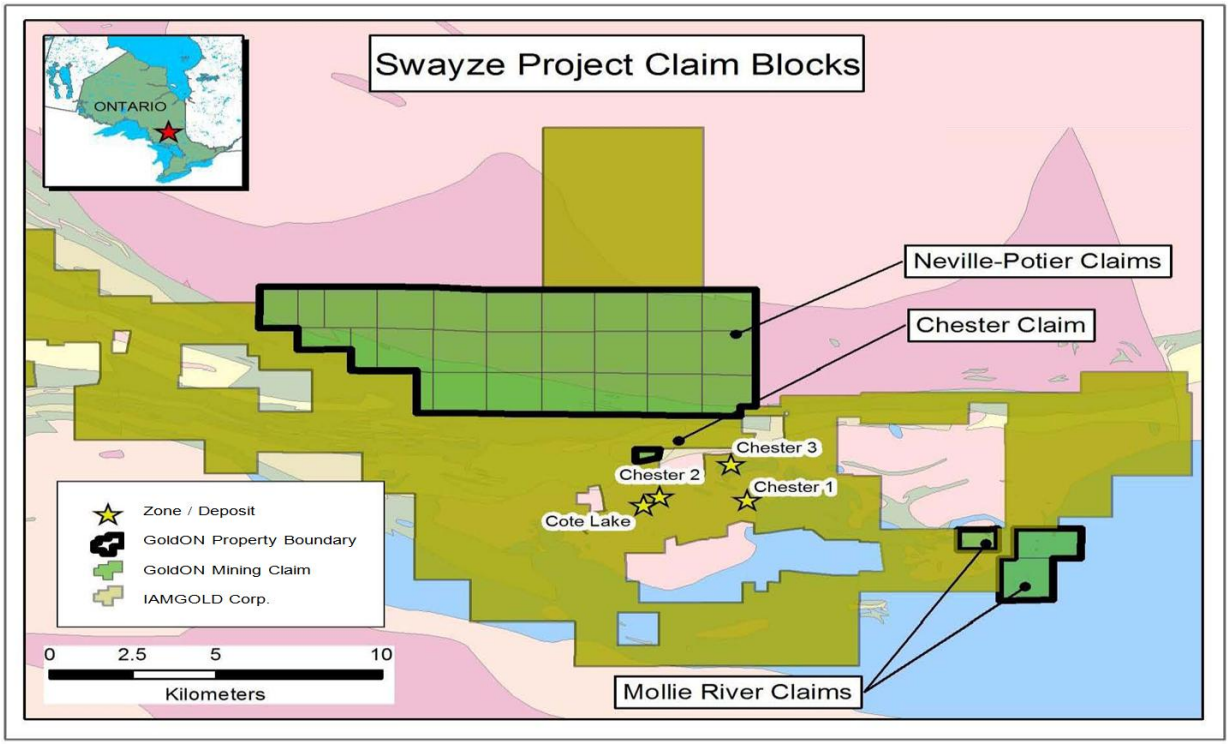


Figure 3-2: General Claims Location Map.

On March 7, 2013, Newcastle Minerals Ltd. (TSX-V: NCM) (USOTC: NCMBF) announced that effective at the opening of trading on March 7, 2013 that its share capital would be trading on a post-consolidated basis under its new name, GoldON Resources Ltd., and new ticker symbol: GLD. As of that date GoldON Resources had 20,713,224 common shares issued and outstanding on a post-consolidation basis. All outstanding warrants and stock options of the Company were adjusted accordingly to reflect the share consolidation.

The Chester Property

The Chester Property consists of one unpatented mining claim totalling 3 units covering an un-surveyed area of approximately 48 hectares in Chester Township. See Table 3-2 and Figure 3-3 for details. The claim was recorded on June 4, 2008 and is currently 100% owned by GoldON according to the Mining Claims database of the Ontario Ministry of Northern Development and Mines ("MNDM"). The claim is in good standing as of November, 2012, with further assessment work due on or before June 4, 2016.

Table 3-2: Claims List Chester Property

Township	Claim #	Units	Size (ha)	Date Recorded	Due Date	Work Required
Chester	P 4243061	3	48	2008-Jun-04	2016-Jun-04	$ 537
		3	**48**			**$ 537**

The Chester Property is subject to an Option Agreement between Pete Robert, the "Owner" and Newcastle Minerals Limited, GoldON's predecessor company, dated March 4, 2010.

Subsequent to this date GoldON earned a 100% interest in the Property by cash payments and the issuance of the Company's shares to the Owner. The Owner retains a 3% NSR royalty and the Company has the buyback right to purchase one third or 1% for a cash payment of C$1.0 million.

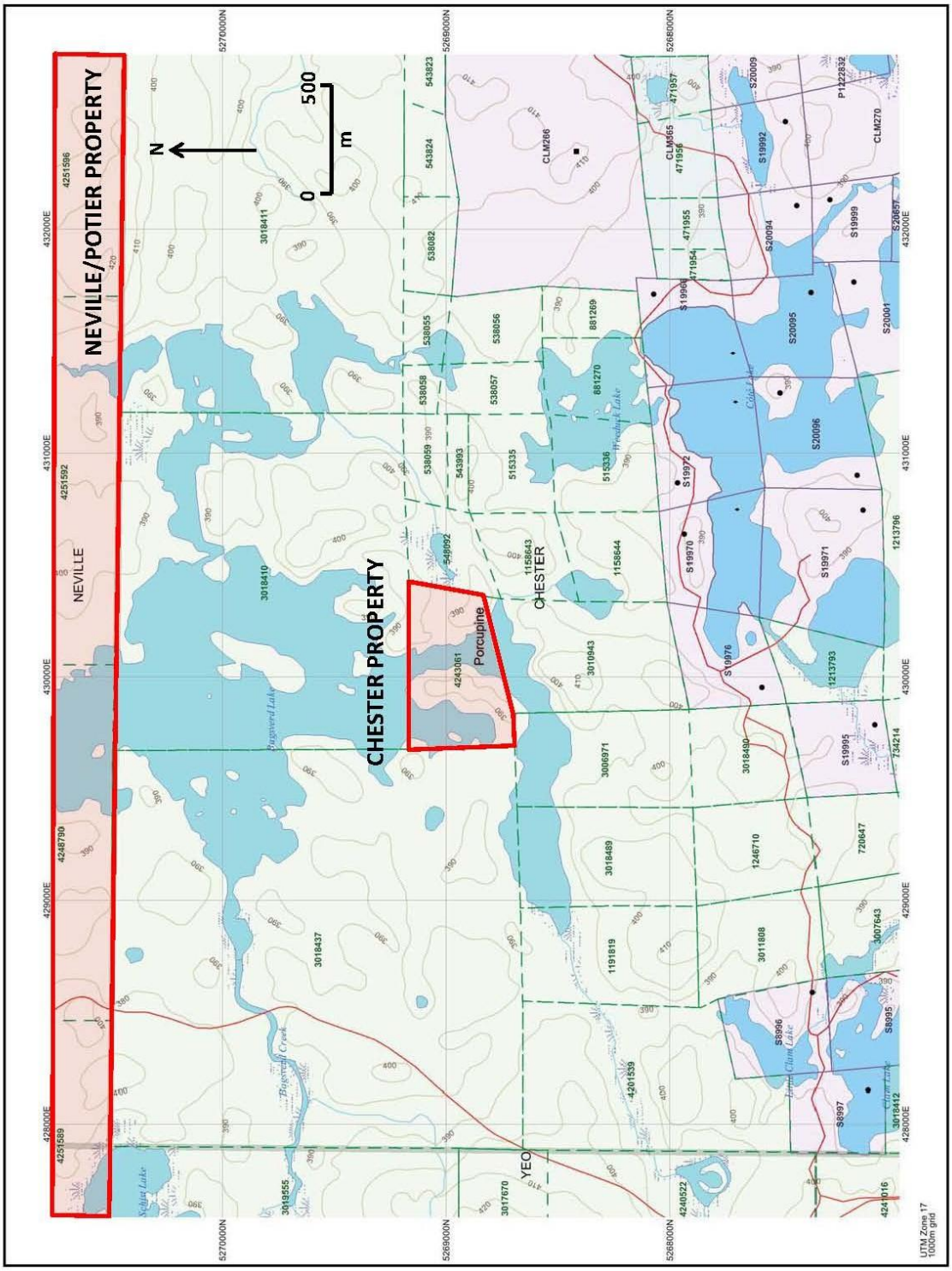


Figure 3-3: Chester Property Claims Map (Source Ontario MNDM)

The Neville/Potier Property

The Neville/Potier Property consists of 26 unpatented mining claims totalling 375 units covering an un-surveyed area of approximately 6,000 hectares in Neville and Potier Townships. See Table 3-3 and Figure 3-4 for details. The claims were all recorded on March 16, 2010 and are currently 100% owned by GoldON according to the Mining Claims database of the Ontario MNDM. The claims are all in good standing as of November, 2012, with further assessment work due on or before December 17, 2012 or March 16, 2013. GoldON advises that an assessment report has been submitted for 2012 work and acceptance by the MNDM is pending.

Table 3-3: Claims List Neville/Potier Property

Township	Claim #	Units	Size (ha)	Date Recorded	Due Date	Work Required
Neville	P 4251596	15	240	2010-Mar-16	2013-Mar-16	$ 5,600
Neville	P 4251589	16	256	2010-Mar-16	2013-Mar-16	$ 6,400
Potier	P 4250025	16	256	2010-Mar-16	2012-Dec-17	$ 6,400
Neville	P 4255034	16	256	2010-Mar-16	2013-Mar-16	$ 6,400
Potier	P 4250023	16	256	2010-Mar-16	2012-Dec-17	$ 6,400
Potier	P 4255031	16	256	2010-Mar-16	2012-Dec-17	$ 6,400
Neville	P 4250030	16	256	2010-Mar-16	2013-Mar-16	$ 6,400
Potier	P 4250022	16	256	2010-Mar-16	2012-Dec-17	$ 787
Potier	P 4255027	8	128	2010-Mar-16	2012-Dec-17	$ 3,200
Neville	P 4251592	16	256	2010-Mar-16	2013-Mar-16	$ 6,400
Potier	P 4219547	16	256	2010-Mar-16	2013-Mar-16	$ 6,400
Potier	P 4255030	8	128	2010-Mar-16	2012-Dec-17	$ 3,200
Neville	P 4255033	16	256	2010-Mar-16	2013-Mar-16	$ 6,400
Potier	P 4250024	16	256	2010-Mar-16	2012-Dec-17	$ 6,400
Potier	P 4255028	8	128	2010-Mar-16	2012-Dec-17	$ 3,200
Neville	P 4250020	16	256	2010-Mar-16	2013-Mar-16	$ 6,400
Potier	P 4250021	16	256	2010-Mar-16	2012-Dec-17	$ 6,400
Potier	P 4246981	12	192	2010-Mar-16	2012-Dec-17	$ 4,800
Neville	P 4255035	16	256	2010-Mar-16	2013-Mar-16	$ 6,400
Neville	P 4248790	16	256	2010-Mar-16	2013-Mar-16	$ 6,400
Potier	P 4219548	16	256	2010-Mar-16	2012-Dec-17	$ 6,400
Neville	P 4250029	16	256	2010-Mar-16	2013-Mar-16	$ 6,400
Neville	P 4255032	16	256	2010-Mar-16	2013-Mar-16	$ 6,400
Potier	P 4219549	4	64	2010-Mar-16	2012-Dec-17	$ 1,600
Neville	P 5219550	16	256	2010-Mar-16	2013-Mar-16	$ 6,400
Potier	P 4250026	16	256	2010-Mar-16	2012-Dec-17	$ 6,400
		375	**6,000**			**$ 143,987**

The Neville/Potier Property is subject to an Option Agreement between Pete Robert, Wade Kornich and 2125930 Ontario Ltd., the "Owners" and Newcastle, GoldON's predecessor, dated March 29, 2010. Subsequently GoldON earned a 100% interest in the Property by cash

payments and the issuance of the Company's shares to the Owners. The Owner retains a 3% NSR royalty and the Company has the buyback right for one half or 1.5% for a cash payment of C$1.0 million.

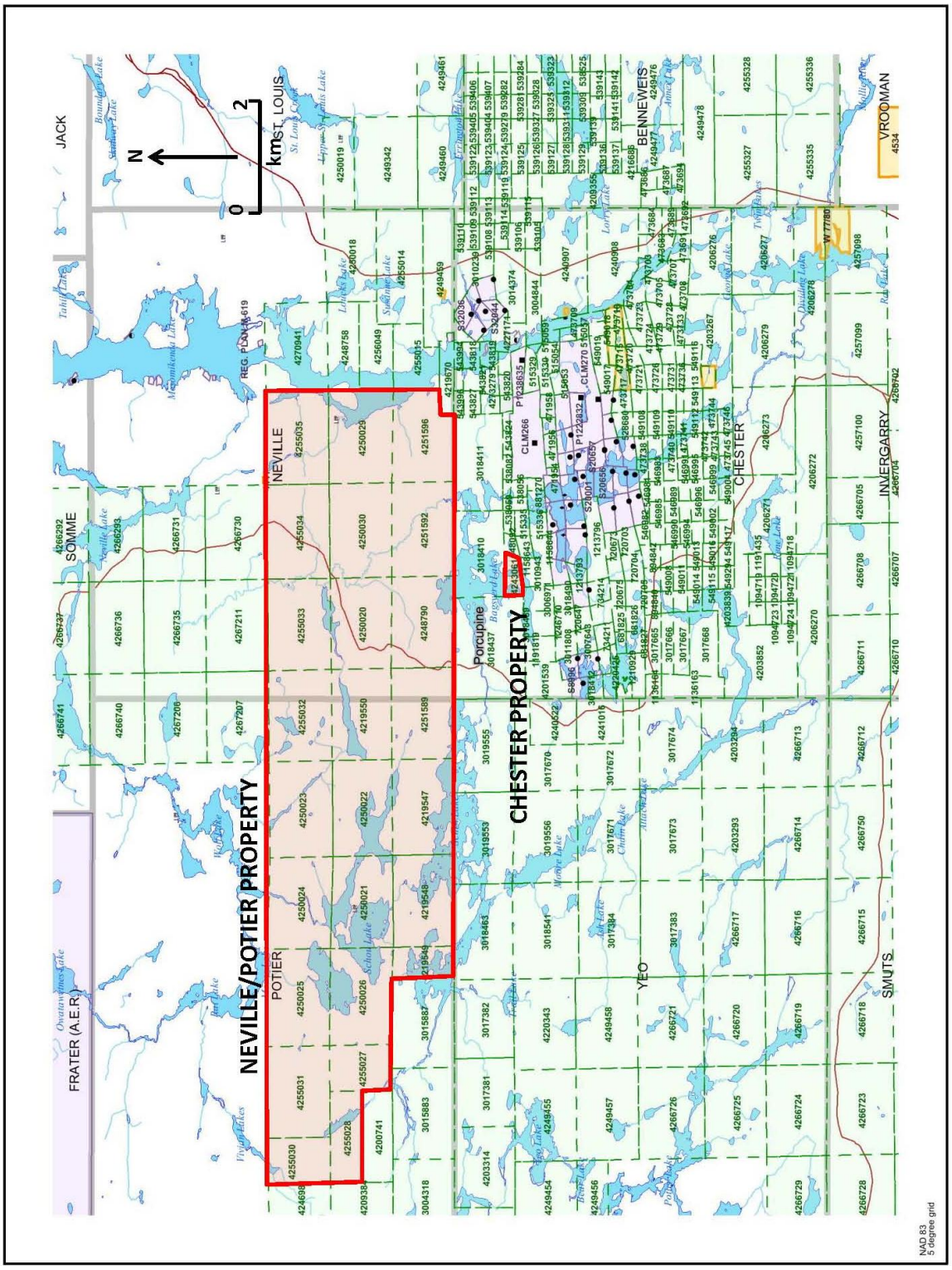


Figure 3-4: Neville/Potier Property Claims Map (Source Ontario MNDM)

The Mollie River Properties

The Mollie River Properties are in two separate claim blocks comprising three unpatented mining claims totalling 37 units covering an un-surveyed area of approximately 592 hectares in Benneweis Township (Figure 3-5). A summary of mineral rights is provided in Table 3-4. The Mollie River West claim was recorded on September 9, 2008 and two Mollie River East claims on June 18, 2008. All claims are currently 100% owned by GoldON according to the Mining Claims database of the Ontario MNDM. The claims are all in good standing as of November, 2012, with further assessment work due on or before September 9, 2013 for the East claim and June 18, 2015 for the West block.

Table 3-3: Claims List Mollie River Properties

Township	Claim #	Units	Size (ha)	Date Recorded	Due Date	Work Required.
Benneweis	P 4243739	6	96	2008-Sep-09	2013-Sep-09	$ 2,383
Benneweis	P 4227607	15	240	2008-Jun-18	2015-Jun-18	$ 548
Benneweis	P 4227606	16	256	2008-Jun-18	2015-Jun-18	$ 1,348
		37	**592**			**$ 4,279**

The Mollie River Properties are subject to an Option Agreement between Larry Salo, the "Owner" and Newcastle Minerals Limited, GoldON's predecessor company, dated March 3, 2010. Subsequent to this date GoldON earned a 100% interest in the Property by cash payments and the issuance of the Company's shares to the Owner. The Owner retains a 3% NSR royalty and the Company has the buyback right to purchase one third or 1% for a cash payment of C$1.0 million.

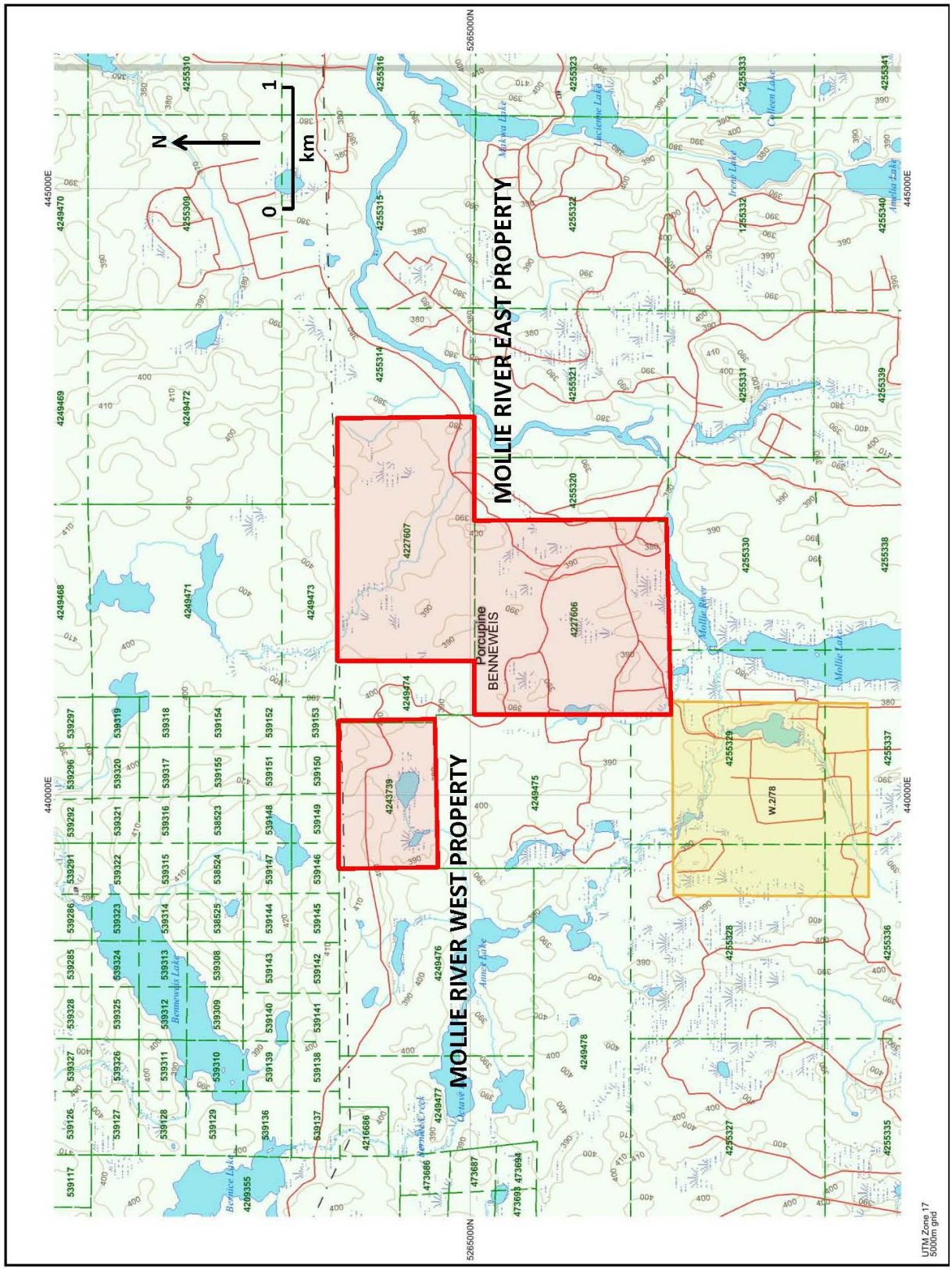


Figure 3-5: Mollie River Properties Claims Map (Source Ontario MNDM)

The status of the mineral rights, surface rights and details of agreements have not been certified by MPH.

All claims are unpatented claims on public land administered by the Ontario Ministry of Northern Development and Mines ("MNDM"). Title includes legal access to perform exploration and mining activities but does not include surface rights ownership. As of April 1, 2013, MNDM has instituted mandatory requirements for Exploration Plans and Exploration Permits. Initial indications from MNDM are that approximately 30 days will elapse from application to approval for Exploration Plans and about 60 days for Exploration Permits.

Exploration Plans are required for:

- Geophysical surveys that require a power generator
- Line cutting – where the width of the line is 1.5m or less
- Drilling – where drills weigh 150 kg or less
- Mechanized stripping – where the total surface area stripped is less than 100 m^2 and within a 200m radius
- Test pitting and trenching – 1-3m^3 in volume and within a 200m radius

Exploration Permits are required for:

- Line cutting – where the width of the line is greater than 1.5m
- Drilling – where drills weigh more than 150kg
- Mechanized stripping – where the total surface area stripped is more than 100m^2 and within a 200m radius
- Test pitting and trenching – more than 3m^3 in volume and within a 200m radius

There are no known environmental liabilities or additional permitting requirements at the current early stage of exploration activities. There are no known other significant factors, or risks that might inhibit the Company's planned activities.

4.0 ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE AND PHYSIOGRAPHY

Access to the Swaze Belt Properties area is very good. The area is reached from the city of Sudbury, by proceeding westerly on paved Trans Canada Highway 17 approximately 5 kilometres to paved Provincial Route 144 and then northward on the latter route approximately 150 kilometres to the all weather gravel Sultan Road/paved Provincial Route 560 (Figure 4-1). Alternatively, the area may be reached from the City of Timmins by proceeding southwesterly along Provincial Route 101 for 23 kilometres and then southerly on Route 144 for 117 kiliomtres to the Sultan/560 intersection. The total road distances from Sudbury and Timmins are approximately 155 and 140 kilometres respectively. The various Properties are easily accessible via local forest access roads.

Figure 4-1: Ontario Principal Access Routes.

Photo 1: Sultan Road, turn-off to Chester and Neville-Potier Properties (April 4, 2013)

Climatic conditions are typical of north-eastern Ontario. Mean total precipitation for Timmins is 831.3 millimetres including 558.1 mm of rainfall and 313.4 cm of snowfall. Higher levels of rainfall typically occur in July (average 91.5 mm) while the highest level of snowfall (average 65.4 cm) usually occurs in the month of December. Mean July daily temperature is 17.4^{o} C while mean January daily temperature is –17.5^{o} C. Recorded temperatures have ranged from a low of –45.6^{o} C in February 1962 to a maximum temperature of 38.9^{o} C in July 1975. (Source-Meteorological Service of Canada).

The cities of Greater Sudbury (population ~160,000) and Timmins (population ~43,000) are both major mining centres. Both can provide modern housing as well as full educational, medical, recreational and shopping facilities. Labour, industrial supplies and services for mining and exploration activities are readily available in the region.

The Canadian National Railway crosses Highway 560 at Ostrom, the closest station, located some 17 kilometres east of the Highway 144 junction. Several scheduled daily flights are available to Toronto from both Timmins and Sudbury.

The Properties have no on site permanent facilities. Other facilities and services such as telephone lines, adequate electrical energy for a mining/ milling operation and an adequate fresh water supply are all situated within several kilometres of the Properties.

The Properties have low to moderate relief and undulating terrain with elevations to approximately 400 metres above sea level. The Properties are near the continental divide between the Arctic and Atlantic Oceans. The main drainage features in the area are:

- the Matagami River which is part of the major Moose River drainage system that flows into James Bay, and
- the Spanish River drainage system which flows into Lake Huron.

The region is typical of glaciated terrain of the Canadian Shield. The higher ground usually has a veneer of glacial till or soil over bedrock. There is only a few percent of outcrop, mostly confined to higher ground. Low ground is covered by deep glacial till and frequent small lakes and/or swamps.

The Property is situated in the Northern Coniferous Section of the Boreal Forest Region of north-eastern Ontario. Forest stands are typically mixed with a variety of species including black and white spruce with balsam fir, poplar, and birch. Jack pine stands occur in well drained coarse textured soil areas. Most of the area has been logged in the last 30 years so that vegetation is generally small: second growth poplar, birch, spruce, and pine. Shrubs in the area include blueberries, Labrador tea and leather leaf.

Wildlife (mammals) typical of the region include moose, wolf, lynx, bobcat, fisher, marten, wolverine, river otter, least weasel, short-tail weasel, mink, snowshoe hare, red squirrel and beaver. Numerous species of wild birds are known to occur in the region. Pike, trout and pickerel fish species are present in the lakes and rivers.

5.0 HISTORY

5.1. General History of the Swayze Greenstone Belt

The gold potential of the Swayze greenstone belt has been recognized since the early 1900's (Laird, 1932; Gordon *et. al*., 1979). An early discovery was made at Moore Lake, Yeo township, in 1912 by P. Moore who test-pitted an auriferous quartz-carbonate vein within pyritized, carbonatized metasediments. Gold and copper mineralization in quartz-carbonate veins within sheared granite was investigated in Chester township in 1910. This showing (Lawrence prospect) eventually produced some 16 tons of 7% Cu, 0.15 oz/T gold per ton in 1916.

Much of the initial exploration focus in the region was directed towards iron deposits. The Woman River iron deposit (Algoma Steel Corp., 1906-07, Heenan and Marion townships) reportedly contains some 5 million long tons of 40% Fe. Additional iron deposits include that at Radio Hill in Keith and Penhorwood townships (158,200,000 long tons at 27% Fe; Kukatush Mining Corp., 1958-65). Iron exploration was also carried out in Cunningham township in the late 1920's.

Barite was discovered by R. Cryderman in Penhorwood township in 1917 with some production reported by Barite Syndicate Explorations in 1923.

The first major thrust in gold exploration and development occurred in the period 1930-1943, during which time most of the reported gold occurrences were discovered. Aside from the Joburke Mine, most of the gold production in the area was also from this time period.

Sporadic gold exploration occurred again in the mid 1950's and early 1960's with an explosion of activity during the 1980's following an increase in gold prices. Earlier prospecting discoveries culminated in the 1970's and early 1980's with gold production from the Joburke Mine, Keith township (Pamour Porcupine Mines Ltd.), a major evaluation program at the Orofino deposit (Orofino-Northgate Joint Venture), and extensive work on various prospects in the Chester Township area.

Approximately 980,000 tons of gold-silver ore have been mined to date from seven deposits (Joburke, Jerome, Tionaga, Kingbridge-Gomak, Halcrow-Swayze, Young-Shannon, Lawrence). Two of these contained significant copper values (Lawrence, Young-Shannon). The largest production has been from the Joburke and Jerome Mines, The Joburke Mine yielded 632,292 tons grading 0.10 oz gold per ton (1973-75,1971-81), while the Jerome Mine produced some 56,893 oz Au and 15,114 oz Ag from 335,060 tons of ore (1938-1951) averaging 0.71 oz Au and 0.05 oz Ag per ten.

From the early 1970s to about 1990, there was a great deal of surface work and drilling performed in the Chester township area along with some limited underground investigations. This eventually led to the discovery of the Côté Lake deposit by Trelawney Mining and Exploration Inc. In June, 2012, IAMGOLD Corporation announced completion of the acquisition of all of the issued and outstanding common shares of Trelawney. In October, 2012, IAMGOLD announced an updated Indicated Mineral Resource estimate for Côté, comprising

131 million tonnes at 0.84 g/t Au for 3.56 million ounces of gold and an Inferred Resource of 165 million tonnes at 0.88 g/t Au for 4.66 million ounces of gold.

Base metals exploration was a major focus in the Swayze from the mid 1950's to the late 1960's. Lead-zinc mineralization was first discovered in the area in iron formation in Cunningham Township in 1904 by Ridout Mining Co. Later work by Shunsby Mines Ltd. (1957-63) in this same township found a Zn-Cu deposit in which the successor company, MW Resources Ltd., reported 2,400,000 tons at 2.7% Zn, 0.39% Cu with a higher grade section of 80,000 tons of 6.2% Zn, 3.9% Cu, 1.2 oz Ag per ton, 0.03 oz gold per ton (1981).

Work on a copper-nickel deposit in Groves township, from 1953 to 1975, resulted in the delineation of some 500,000 tons grading l.5-2% combined Cu-Ni (Ontario Nickel Mines Ltd., Nickel Gold Mines Ltd.).

A large portion of the northern part of the belt was evaluated by Canadian-Johns Manville for its asbestos potential from 1951 to 1967. The Reeves Mine in Reeves township reportedly had reserves of 20,000,000 tons of 3 to 3.5% asbestos fibre content (1967). Upon cessation of the asbestos mining activities, a talc mining/milling complex was established at the site by Steetley Talc Limited.

5.2. History GoldON Swayze Properties

Historical exploration on the GoldON Swayze Properties is outlined by claim group under three sub-headings:

- The GoldON Chester claim,
- The Neville/Potier claim block, and
- The Mollie River properties

The following information is primarily from information published by the Ontario Ministry of Northern Development and Mines ("MNDM") through its online assessment files database http://www.geologyontario.mndmf.gov.on.ca/SearchAFRI/. It is noted that some reports, in particular recently filed ones, may not yet be in the database. The region has been covered by the usual array of federal and provincial government programs of geological mapping and airborne geophysical surveys.

The GoldON Chester Claim

The Chester Property consists of one ground staked mining claim, comprising 3 units and covering 48 ha. Partly covered by Bagsverd Lake, the property lies on the northern margin of the historical Chester group of Au occurrences and the current advanced stage Côté Lake gold deposit. Figure 5-1 shows the GoldON Chester claim (and the southern edge of the Neville/Potier claim block) in the geological context of the various mineral occurrences and deposits.

A search of DNDM open file assessment reports of Chester township shows that the area of the current claim has been staked for much of the last 30-40 years but only a modest amount of detailed work has been reported that is specific to the current claim.

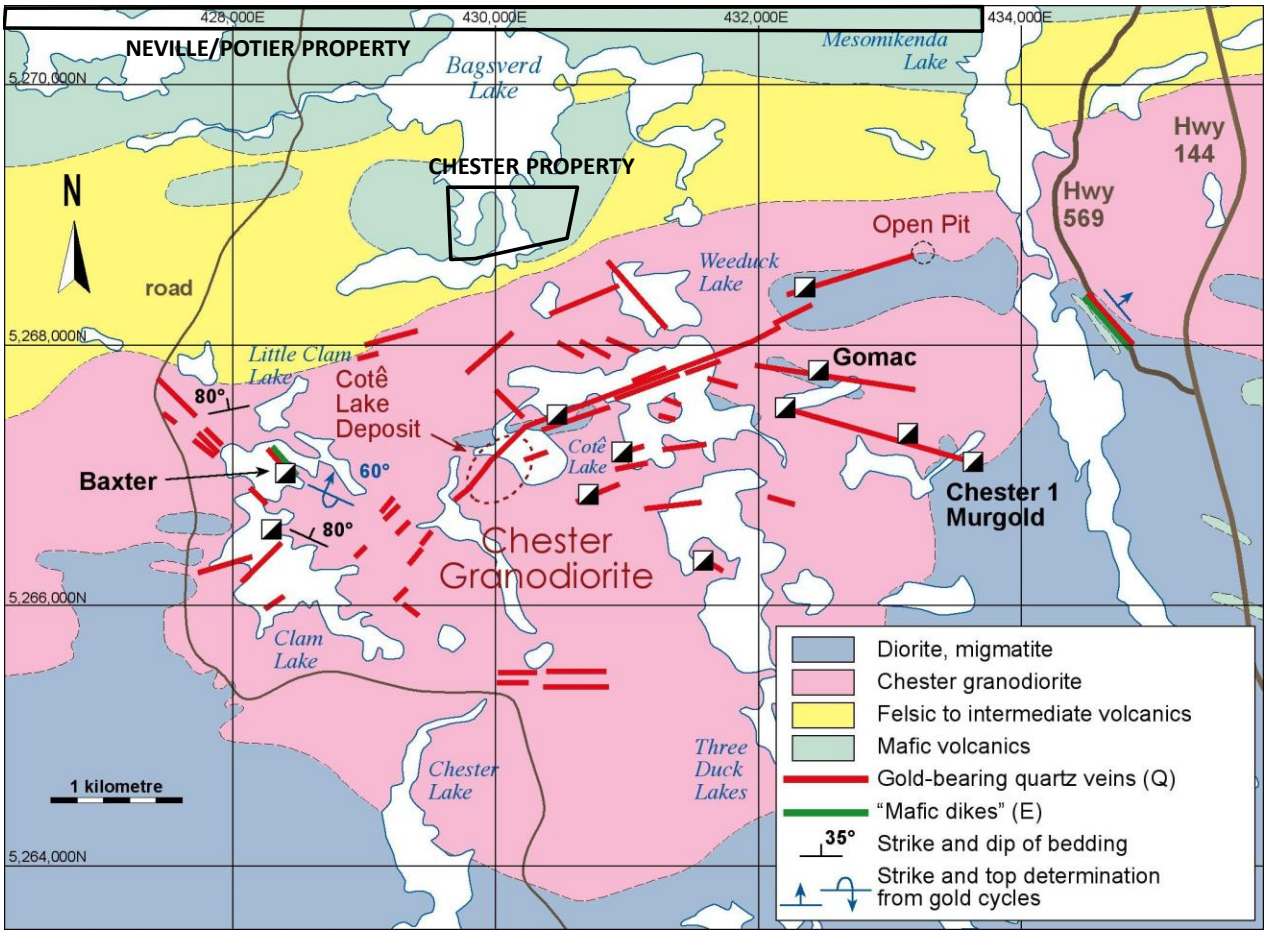


Figure 5-1: Chester Township gold occurrences.

Nu-Start Resources Corporation, 1985

The earliest DNDM assessment report directly pertaining to the Chester claim was submitted by Nu-Start Resources Corporation in 1985 for its claim group centered on Bagsverd Lake. Three diamond drill holes were put down about a kilometre northwest of the current Chester claim (MNDM reference; AFRI # 41P12SW0063).

Seaway Base Metals Limited, 1988

This company retained Terraquest Limited to conduct a detailed fixed-wing airborne geophysical survey centered on Bagsverd Lake and covering the current claim. A total of 82 km of magnetic and VLF electromagnetic surveying was completed along N-S lines at 100 m nominal line spacing and 100 m terrain clearance (MNDM reference; AFRI # 41P12SW0032).

Robert Duess and Bruce Durham, 1995

In the spring of 1995, geologists Messrs. Duess and Durham acquired a group of 42 claim units (4 claims) in northwest Chester Township and subsequently the project was expanded to include

36 claims in northeast Yeo Township. The claims covered a postulated major deformation zone (possibly analogous to the Destor-Porcupine or Larder Lake-Cadillac breaks) in the area immediately north of an area where a number of significant gold zones are located. These showings are located within massive plutonic rocks that sit within a broad regional syncline.

The project received approval for funding under the Provincial governments Ontario Prospectors Assistance Program ("OPAP"). The 1995 exploration program included initial prospecting and evaluation work, line cutting, grid prospecting, and Induced Polarization surveying. The prospecting located numerous zones of carbonate sericite chlorite schist and numerous quartz vein zones. Overburden was found to be thin but quite extensive and the IP surveying was chosen as the best way to define zones of sulfide concentrations and/or silicification. The IP survey was successful in locating new targets that may be gold bearing sulphide zones and a diamond drilling program was recommended.

The Neville/Potier Claim Block

The Neville/Potier Property consists of 26 unpatented mining claims totalling 375 units covering an un-surveyed area of approximately 6,000 hectares in Neville and Potier Townships. This large tract of mineral rights covers most of the southern half of Potier township and the southeastern quarter of Neville township. The property lies about 2 to 2.5 kilometres to the north of the historical Chester group of Au occurrences and the Côté Lake gold deposit. See Figure 5-1 above.

Ontario Department of Mines ("ODM"), 1932

The earliest known geological study including the current property is the report entitled *"Geology of the Three Ducks Lake Area"* by H. C. Laird contained in the ODM Report, Volume XLI, Part 3, 1932.

W. Gerrie, 1950

Detailed geological mapping was conducted by geologist W. Gerrie of Swastika, Ontario in the summer of 1950 on a 13 claim group straddling the boundary between Potier and Yeo townships. Four of the historical one-unit claims lay inside the current Property (MNDM reference; AFRI # 41O09SE0063).

Three Duck Lake Syndicate, 1958

The Three Duck Lake Syndicate conducted a diamond drilling program of 2 holes with a total combined length of 617 feet. The most common intersections were schist and greenstone. This historical property is located on the current Neville-Potier Property, on the north side of Schist Lake (MNDM reference; AFRI # 41O09SE9018).

Siscoe Metals of Ontario Limited, 1970-71

In 1970, Siscoe Metals performed geological and geochemical surveys on a 22 claim property in Potier Township. 1096 soil samples were collected. Some infill sampling was also carried out along with prospecting and geological mapping. The program did not encounter significant gold results although some high copper readings were detected in the soil samples. These high copper values were thought to be caused by zones containing chalcopyrite. This property is located in

the southwest portion of the current property west of Schou Lake (MNDM reference; AFRI # 41O09SE0102).

In 1971, the company performed an induced polarization and resistivity survey on their Triduc Property located east of Schou Lake in Potier Township. The area is primarily underlain by amphibolites that are derived from mafic volcanics and a large granitic mass cuts through the northeastern corner At the greenstone granite contact there is a thin band of magnetite-silica iron formation. The purpose of these surveys was to search for metallic mineralization. Generally, the results indicate a few definite anomalies that were not thought to be strong enough to indicate any extensive mineral deposits. (MNDM reference; AFRI # 41O09SE0044).

Cominco Limited, 1979

Cominco Ltd. performed a program consisting of geological mapping, magnetometer survey and rock sampling. The purpose of the geological mapping and the magnetometer survey was to delineate a band of iron formation. The iron formation is traceable across most of the property. The results revealed no significant Au concentrations. Much of the iron formation is under Schist Lake and only drilling would be able to test for gold mineralization. A limited amount of the work was conducted on the current Property (MNDM reference; AFRI # 41P12SW0136).

Hargor Resources Inc., 1984-85

In 1984, Hargor Resources Inc. conducted an electromagnetic and magnetic survey on its Neville, Potier and Huffman Townships Property. The geophysical results indicated two anomalous areas on the property which were recommended for drilling. The historical property overlaps the western part of the current Property (MNDM reference; AFRI # 41O09SE0009).

In 1985 the company put down two diamond drill holes totalling 800 feet to test the gold potential of possible iron formation. Two iron formation units were intersected in both holes but assays showed only weak gold and silver values. No further work was recommended. The holes are both located on the current Property near its western boundary (MNDM reference; AFRI # 41O09SE0042).

Blue Falcon Mines Ltd., 1985

Blue Falcon Mines Ltd. performed an airborne magnetic and VLF-EM survey in the Swayze belt area in 1985. A small portion of this survey covers a part of the current Property (MNDM reference; AFRI # 41P12SE0507).

Seaway Base Metals Limited, 1988

This company retained Terraquest Limited to conduct a detailed fixed-wing airborne geophysical survey centered on Bagsverd Lake and covering a small part of the current Property. A total of 82 km of magnetic and VLF electromagnetic surveying was completed along N-S lines at 100 m nominal line spacing and 100 m terrain clearance (MNDM reference; AFRI # 41P12SW0032).

Blue Falcon Mines Ltd., 1990

Blue Falcon Mines Ltd. conducted another high sensitivity magnetic and VLF-EM airborne survey in 1990. The data is consistent with known geology. Numerous VLF-EM conductor axes were found and for the most part are associated with structural areas and a few appear to be

stratabound and may warrant further ground investigation. (MNDM reference; AFRI # 41P12SE0520).

The Mollie River Claim Blocks

The Mollie River Properties are in two separate claim blocks comprising three unpatented mining claims totalling 37 units covering an un-surveyed area of approximately 592 hectares in Benneweis Township (Figure 3-5). The Mollie River Properties lie about 10 kilometres to the southeast of the Chester and Neville-Potier blocks.

Period from 1922-1935
The earliest exploration activity took place during the period of 1922 to 1935, in Champagne and Churchill Townships located east of the current Properties, beginning with a gold discovery in 1922 near the railway bridge at Makwa. Several gold discoveries were made by extensive trenching activity but exploration was largely confined to the area east of the C.N.R. line. This work is described in an O.D.M report from 1934 entitled "Makwa -Churchill Area." Since these early discoveries and other discoveries in Chester Township, there have been only sporadic periods of exploration activity in the area (MNDM reference; AFRI # 41P12SE0527).

Texas Gulf Inc., 1971
In 1971 Texasgulf drilled geophysical targets in gabbro north of Mollie Lake in search of copper and nickel sulphide mineralization. Magnetite was found and is considered to have been the cause of the geophysical anomalies. Although no assays were reported, drill logs make reference to a number of structural zones with quartz-carbonate stringers and “above average” disseminated sulphide including chalcopyrite within mafic and intermediate intrusions (MNDM reference; AFRI # 41P12SE0527).

Canadian Gold and Metals Ltd., 1980
In 1980 Canadian Gold and Metals Ltd. performed a geophysical survey along with a small amount of stripping and blasting on what is now claim P4277606 (MNDM reference; AFRI # 41P12SE0527).

National Iron Resources, 1981
In 1981 National Iron Resources mapped an area east of Chester Township including the Benneweis property at a scale of 1:2,400. The gold potential at this time was linked to the presence of blue quartz eyes in quartz diorite (MNDM reference; AFRI # 41P12SE0527).

Ontario Geological Survey, 1981-82
In 1981 G. M. Siragusa of the Ontario Geological Survey mapped the Pensyl Lake area which included the north part of the Benneweis Township property (Siragusa, 1982).

Edward J. Blanchard, 1982
Edward J. Blanchard conducted extensive power stripping was done over historical claims located to the immediate north of current claim P4277607. Two un-mineralized quartz veins were exposed and blasted at that time (MNDM reference; AFRI # 41P12SE0527).

Actuate Resources Limited, 1987-88
In 1987, Benneweis Township claims including most of the current Mollie River East Block were staked by Edward J. Korba of Connaught, Ontario and transferred to Actuate Resources

Limited. Line cutting commenced in the winter of 1987-88 but was not completed until August, 1988. A geological survey was carried out between August 9th and August 22nd (MNDM reference; AFRI # 41P12SE0525).and a magnetometer survey between August 14th and August 23rd, 1988 both by A. C. A. Howe International Ltd (MNDM reference; AFRI # 41P12SE0526).

Blue Falcon Mines Ltd. and Robert Leliever Property Holdings, 1988.

In 1988 M. Alexander and N. Novak undertook a geological mapping program on claims in the central portion of Benneweiss Township for Blue Falcon Mines Ltd. and Robert Leliever Property Holdings. This detailed mapping, on a cut grid with 100 meter line spacing, covered most of the current Mollie River West Block and all of the East Block (MNDM reference; AFRI # 41P12SE0527).

6.0 GEOLOGICAL SETTING

6.1. Paleotectonic Setting and Temporal Range

The Chester, Neville/Potier and Mollie River Properties lie within the southern portion of the Abitibi Subprovince of the Archean Superior Province of the Canadian Shield. The Abitibi Subprovince is bordered by the Proterozoic Southern and Grenville Provinces to the south and east, the Kapuskasing Structural Zone to the west and the Opatica Gneiss Belt to the north.

Basically, the Abitibi Subprovince comprises Late Archean metavolcanic rocks, related synvolcanic intrusions, and clastic metasedimentary rocks, intruded by Archean alkaline intrusions and Paleoproterozoic diabase dikes. The traditional Abitibi greenstone belt stratigraphic model envisages lithostratigraphic units deposited in autochthonous successions, with their current complex map pattern distribution developed through the interplay of multiphase folding and faulting (Heather, 1998).

The supracrustal rocks of the southern part of the Abitibi greenstone are divided into four paleotectonic domains (Hodgson *et. al.*,1990) within the relatively short (geologically) late Archean temporal range between 2750 to 2674 Ma (Corfu *et. al.*, 1989) (Ayer *et. al.*, 2002). The four domains include:

- Oceanic crustal lithologies including tholeiitic basalt and komatiites,
- Island arc assemblages including calc-alkaline basalts and rhyolites,
- Continental margin quartz-rich clastic sedimentary rocks with interbedded komatiite flows, and
- Possible molasse type assemblages including polymictic conglomerates, sandstones and associated trachytes.

The lithological assemblages of the southern Abitibi belt have been disrupted by two major structural breaks or deformation zones known as the Porcupine-Destor Break and the Larder Lake-Cadillac Break. These breaks and their offshoots are narrow high strain zones characterized by widespread alteration features of various types, widespread intrusion of felsic epizonal dykes and stocks as well as mafic dykes and stocks, and the emplacement of quartz veins that are often auriferous. All of the major gold producing areas of the southern Abitibi (Timmins, Kirkland Lake, Matachewan, Cadillac, Malartic, Val d'Or, etc.) are within several kilometres of these structural breaks (Figure 6-1).

The southern Abitibi Belt calc-alkaline volcanic arc assemblages host Cu-Zn+/-Au+/-Ag massive sulphide deposits that include the Noranda District cluster of deposits in Quebec and the giant Kidd Creek Mine near Timmins, Ontario, among others. Magmatic Ni-Cu deposits associated with ultramafic sills and/or komatiites have also seen production in the region.

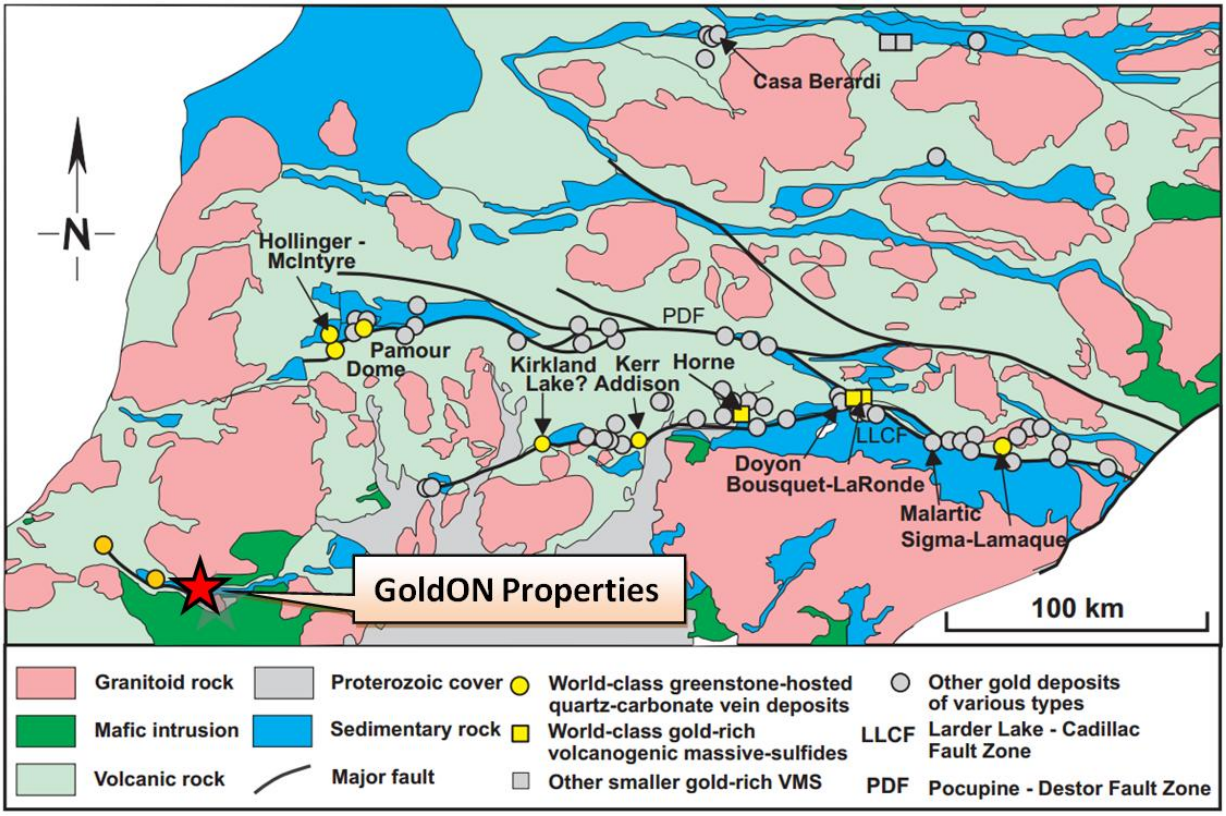


Figure 6-1: Gold deposits of the southern Abitibi Belt (source GSC, Dube & Gosselin, 2004)

6.2. Regional Geology

The GoldON Properties are located in the Swayze greenstone belt in the southwestern corner of the Abitibi Subprovince (Figure 6-2). The following paragraphs are quoted or summarized from various sources including the Ontario Geological Survey ("OGS") and the Geological Survey of Canada ("GSC") publications (Heather, *et. al*., 1996; Heather, 2001; Ayer, *et. al*., 2002; van Breeman, *et. al*., 2006) as well as public domain technical reports on the nearby Cote Lake gold deposit (Roscoe and Cook, 2012; Lavigne and Roscoe, 2012).

The Swayze belt, like the rest of the Abitibi greenstone belt, contains a variety of extrusive and intrusive rock types ranging from ultramafic through felsic in composition, as well as both chemical and clastic sedimentary rocks (Heather, 2001). The geology of the Swayze belt underlying the Project area is illustrated in Figure 6-3. All of the rock types within the Swayze belt are older than 2,680 Ma, with the oldest dates of 2,747 Ma (Heather et al., 1996). Igneous lithologies predominate and include both volcanic and plutonic rocks. The latter are found both internally in the supracrustal belts and externally, in large granitoid complexes. Sedimentary rocks occur mainly near the top of the succession. Age correlations are consistent with an upward-younging stratigraphic succession without major tectonic breaks or disruption, which can be correlated with equivalent stratigraphy across the southern Abitibi greenstone belt.

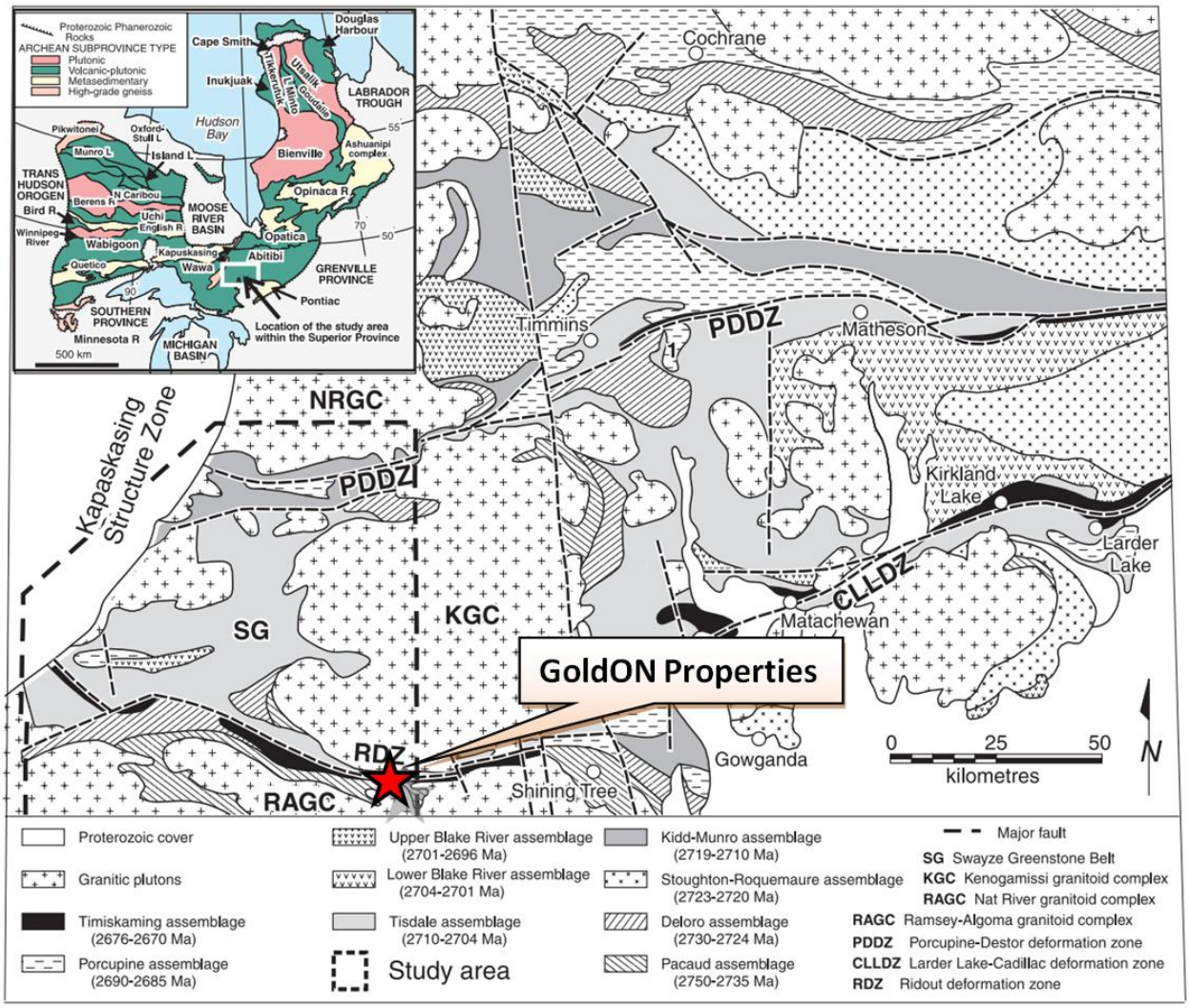


Figure 6-2: Geology of the western Abitibi Subprovince (Source GSC, van Breeman *et.al*.)

Heather (2001) recognized six supracrustal units; from the oldest to the youngest these are the Chester, Marion, Biscotasing, Trailbreaker, Swayze, and Ridout subdivisions. These units have subsequently been correlated by Ayer et al. (2002) with coeval assemblages across the southern Abitibi greenstone belt having similar characteristic features, respectively named the Pacaud, Deloro, Kidd-Munro, Tisdale, Blake River, and Timiskaming assemblages.

Plutonism in the Swayze belt lasted from 2,740 Ma to 2,660 Ma, during the entire period of volcanism and subsequent sedimentation. No geochronological evidence for pre-existing basement has been found. Plutonism continued after cessation of extensive volcanism, including 2,686 Ma to 2,680 Ma (D2) granitoids and post-tectonic granitoids as young as 2660 Ma. Syntectonic plutons constrain around 2,680 Ma, the main D2 deformation event. This was also a period of orogen-wide shortening across the entire Superior Province, an event that coincided with gold mineralization (von Breemen et al., 2006).

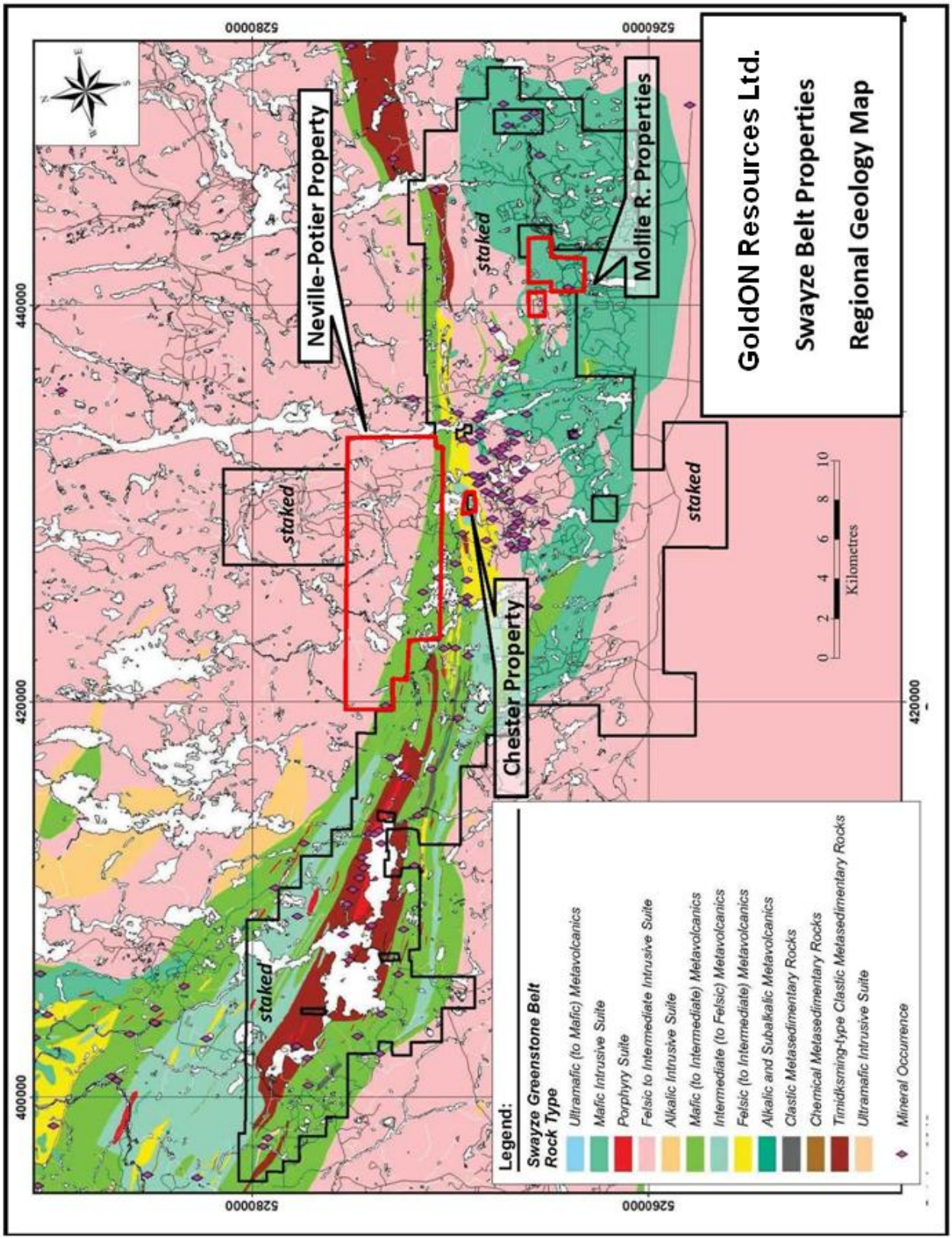


Figure 6-3: Regional Geology Map (Source OGS)

The Swayze area underwent a complex and protracted structural history of polyphase folding, development of multiple foliations, ductile high-strain zones, and late brittle faulting. The map pattern preserved within the Swayze belt is dominated by regional F2, and anticlines and synclines with an associated S2 axial-planar foliation interpreted to have formed during orogen-wide shortening across the entire Superior Province. An important structural element is the Ridout Deformation Zone (RDZ), a major east-west high-strain zone that is interpreted to be the western extension of the Larder Lake-Cadillac deformation zone of the Abitibi belt (von Breemen et al., 2006). The F2 Ridout Synform coincides with the RDZ wherein intense deformation is characterized by profound flattening, tight to isoclinal folding, transposition, and locally a component of dextral simple shear in east-southeast striking zones (Heather et al., 1996).

There are at least four separate diabase dike swarms, ranging in age from late Archean to late Proterozoic, present in the Swayze belt: (1) the north striking Matachewan dike swarm, (2) the northwest striking Sudbury dike swarm, (3) the east to northeast striking Abitibi dike swarm, and (4) a late, southeast striking dike swarm.

6.3. Local Geology, GoldON Chester Property Area

The Chester claim is underlain primarily by an east-west trending steeply dipping intermediate to felsic metavolcanic to volcaniclastic assemblage that has been intruded by an irregular-shaped migmatitic hornblende diorite body. The volcanic assemblage belongs to the Chester Group which is thought to be correlative with the Pacaud Group in the eastern sector of the Abitibi Subprovince. A north-northwesterly trending diabase dyke cuts the above units (Figure 6-4).

A two-day mapping and sampling program was carried out in May 2012 along the Bagsverd Lake peninsula to identify the possible cause of the magnetic and IP chargeability anomalies. The peninsula is dominated by a medium grained mafic to ultramafic intrusive non-magnetic unit with up to 2% sulphides. Carbonate and chlorite alteration is prevalent throughout the unit as well as variable amounts of silica alteration. A non-magnetic silicified metabasalt with trace disseminated sulphides was mapped at the northern most part of the peninsula and is interpreted to represent another unit which likely extends north from this location. Outcrops of highly magnetic mafic to ultramafic dikes with up to 3% sulphides and a north-northwest strike were mapped along the eastern half of the peninsula.

The Claim lies roughly midway between the 2740 Ma Chester granitoid complex to the south, which hosts various gold occurrences including the Cote Lake gold deposit and the Ridout Deformation Zone (“RDZ”) to the north. The RDZ is believed to be the western continuation of the Larder Lake-Cadillac Break or Deformation Zone.

There are no known gold or base metal occurrences on the Claim.

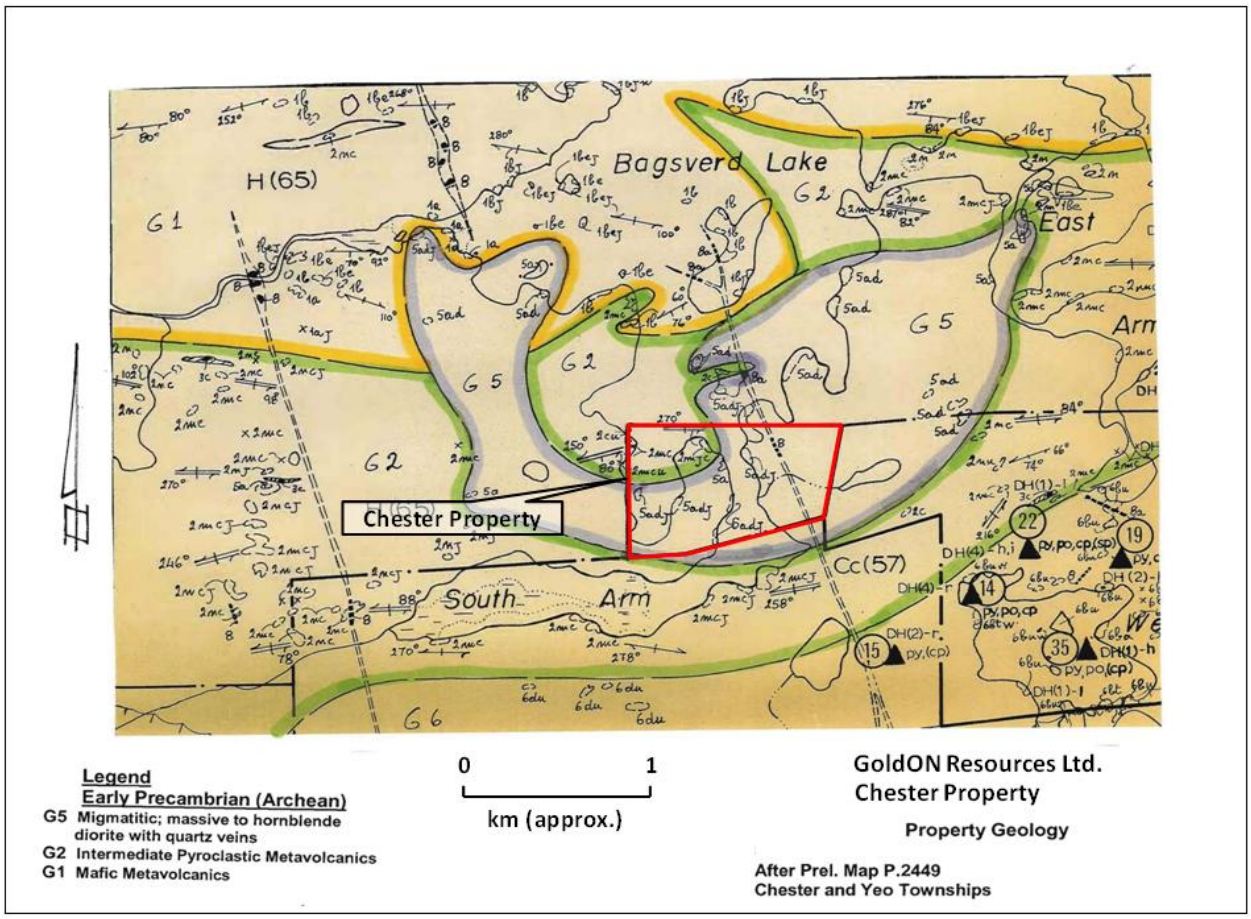


Figure 6-4: GoldON Chester Claim, Surface Geological Map (Source OGS).

6.4. Local Geology, Neville-Potier Property Area

The following is quoted from a GoldON report on a reconnaissance prospecting and sampling program on the Neville-Potier Claims (Siemieniuk, 2012). At this time no property scale geological mapping has been done by Newcastle

"The Neville-Potier Project lies within a belt of metavolcanic rocks which make up the lower part of the north limb of the Swayze Syncline (Figure 6-5). This part of the Syncline consists mainly of sheared tholeiitic basaltic flows of Archean (early Precambrian) ages, which are mainly fine grained but contain massive, medium to coarse grained sections. Locally, the strike of the flows is reported as west (290 degrees), and the dip is steep and to the south. Several belts of intermediate to felsic pyroclastics, tuffs and cherts occur concordantly within the mafic metavolcanics."

"The stratigraphically overlying clastic and chemical metasediments of the inner part of the syncline are found to the south of the properties and to the west in Huffman Township. The regional granitic plutonic rocks to the north lie in contact with the metavolcanics along a line striking northwest (parallel to these formations)."

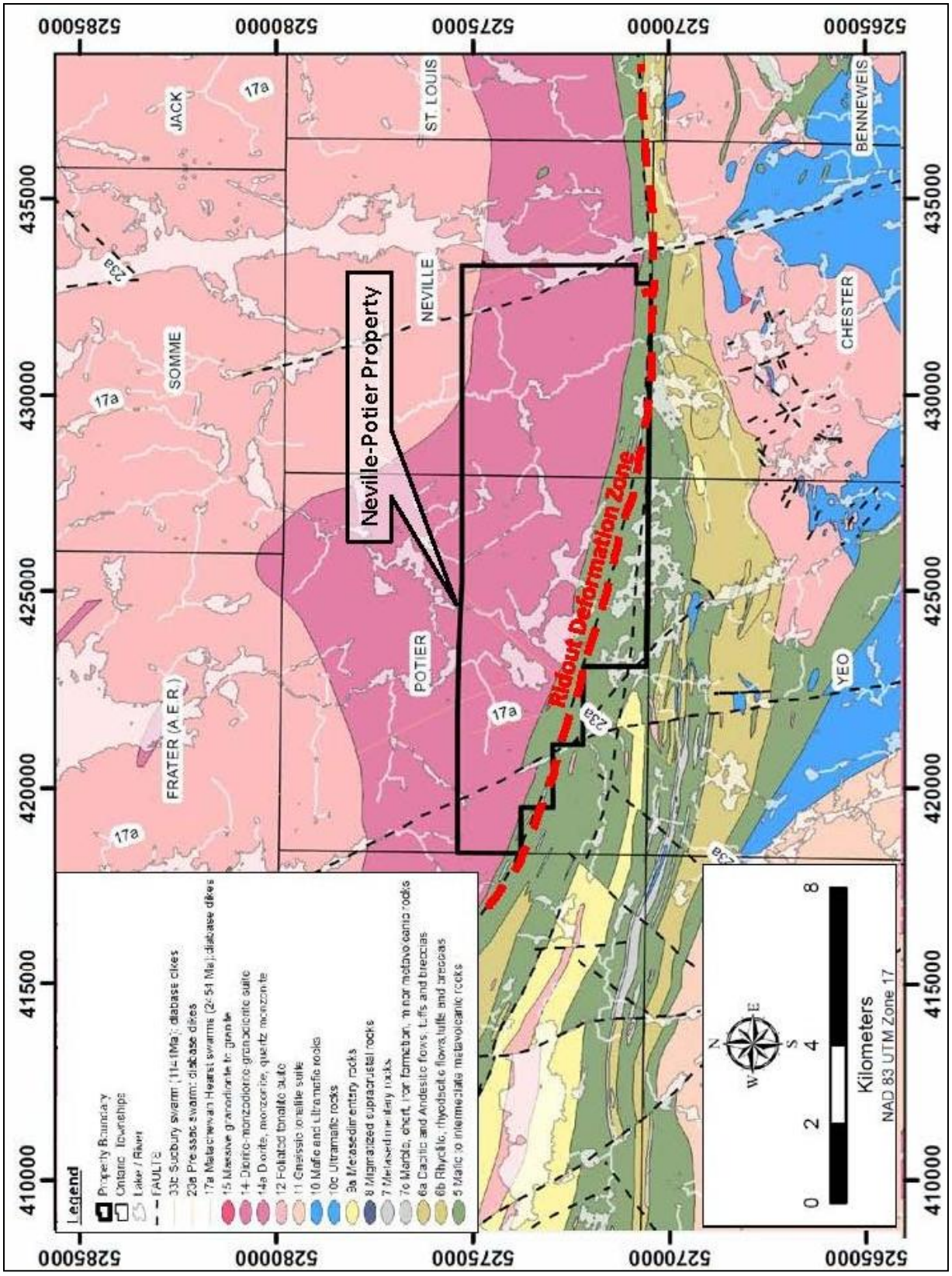


Figure 6-5: Neville-Potier Property Surface Geological Map.

"A large fault zone striking west-northwest crosses the western half of Potier. The east side of the break has been displaced northward for about 750 meters. This fault belongs to the same set as the "Jerome Fault", which lies about 4 kilometers to the west, and is considered to have much bearing on the localization of the gold deposits at the Jerome Mine."

An important aspect of the Neville-Potier Property is its proximity to the Ridout Deformation Zone which is generally recognized as the western extension of the Larder Lake-Cadillac Break. It is a well known fact that all of the major and a host of secondary gold mines past and present in the southern Abitibi belt are near the Larder Lake-Cadillac Break or its northern equivalent, the Porcupine-Destor Break. The Ridout Deformation Zone is spatially associated with the two largest former gold producers the Joburke and Jerome Mines. The Joburke Mine yielded 632,292 tons grading 0.10 ounces of gold per ton (1973-75, 1979-81), while the Jerome Mine produced some 56,893 oz Au and 15,114 oz Ag from 335,060 tons of ore (1938-45, 1951) (Brereton, 1991). The Cote Lake gold deposit in Chester township is similarly located within a few kilometres of the Ridout DZ.

6.5. Local Geology, Mollie River Properties Area

The Mollie River Properties have not been mapped in detail by GoldON. The following description of local geology is quoted from an historic assessment report covering more or less the same area as the current claims prepared for Blue Falcon Mines Limited (Alexander and Novak, 1988).

"The property is dominated by granitic rocks to the west and north with granitic rocks appearing again on the eastern most edge of the property. These rocks are dominantly medium grained homogeneous hornblende bearing granodiorites (la) with minor sections in the west grading to medium grained biotitic granite (Ib) subordinate to these are two occurrences/ one of granitic aplite (le) and one of aphanitic blue quartz porphyry. The granitic aplite is a massive fine grained concordant dike with a granular texture. This dike cuts east-west between L600E, 6+85N and L480E, 7+30N. The aphanitic blue quartz porphyry also forms a small concordant dike just east of NL100E, 10+20N trending northnorthwest. Siragusa (1981) suggests that this unit is an aphanitic trondhjemitic sheet which may have rounded quartz grains up to a few millimeters."

"The remainder of the property is dominated by a north - northeast to northeast trending intrusive body of intermediate to mafic migmatitic rocks. This intrusive is composed of fine to medium grained dioritic rocks (3a and 3b) and medium to very coarse grained gabbroic rocks. This unit is very heterogeneous in texture and composition varying rapidly over a few feet in grain size and mafic mineralogy. Locally the unit is texturaly homogeneous fine to medium grained diorite which closely resembles the mafic dikes in the area. Siragusa (1981) suggests that these rocks were formerly fine grained supracrystal rocks that have been subjected to widespread recrystallization and /or assimilation. Several, probably xenolithic, bodies of granodiorites, up to 50 square meters in surface area, exist within the intrusive body and occur more commonly near the contacts with the granitic rocks, several outcrops in the southeastern most claims on the north sheet (figure 4) are a fine to medium grained quartz diorite identical to

the diorites found else-where in the intrusive except that it contains up to 5% visible pale blue quartz."

"Large xenolithic bodies of metavolcanics are present throughtout the map area but are more commonly found in the granitic rocks. These metavolcanic xenoliths are dominated by fine to medium grained flows (la), displaying varied degrees of chloritization and recrystallization. They very from weakly foliated in an east-west direction to massive in nature and may be up to 50 meters wide and up to 100 meters long. The felsic to intermediate metavolcanics are probably pyroclastic in origin and display varied types of alteration from silicification to saussaritization. These rocks commonly display moderate to strong vertical eastwest foliation."

"Fine to medium grained diabase dikes up to 30 meters wide are numerous throughout the property. These generally trend north - northeast and cut all previously mentioned rocks. In several locations on the west side of the property a porphyritic diabase with pale green rounded phenocrysts of feldspar up to l centimeter, was observed, and in places rapidly graded into homogeneous grain sized diabase."

"Mineralization on the property was confined to or associated with the intermediate to mafic migmatitic rocks and occurred in two forms. The first type was found sporatically in the mafic rich sections of the medium to coarse grained dioritic to gabbroic rocks. Mineralized sections typically contained 5-10% (rarely up to 10%) disseminated and/or blebby pyrite and trace - l% blebby to finely disseminated chalcopyrite. A few old trenches and blasts were observed at these mineralized locations. The second type of mineralization was observed along a stripped area between [historical] *claims P1035979 and P1035980. In this area the mineralization is hosted in both the granodiorite and the mafic xenoliths derived from the adjacent intermediate to mafic intrusion. Mineralization is finely disseminated pyrite and chalcopyrite up to 2% and is locally concentrated in narrow shears and narrow quartz veins up to 5% pyrite and 2% chalcopyrite, other major quartz veins on the property were observed to be barren of sulphide minrealization."*

"No evidence of significant structural disruptions was observed on the property. However, a few minor shear zones were observed."

7.0 DEPOSIT TYPES

Gold occurrences in the Abitibi Belt of Ontario and Quebec are classical examples of deposits grouped under the descriptive model of Archean low-sulphide Au-quartz veins (Model 36b.2) (Klein & Day, 1994). This deposit type is also known as shear-zone-hosted gold, Archean quartz-carbonate vein gold deposits, Archean lode gold and Archean mesothermal gold. This category of gold deposit is found in every major Archean craton and accounts for worldwide historic gold production in excess of 9,900 tonnes of gold (including 4,800 tonnes from the Abitibi Belt), second only to the Witwatersrand modified paleo-placer gold deposits of South Africa.

The fundamental characteristics of the gold deposits in the Abitibi Belt are summarized as follows:

- **Temporal Range:** Archean, dated from 2674 Ma to >2750 Ma.
- **Host Rock Types:** The major orebodies at are hosted by sedimentary, volcanic and volcaniclastic lithologies as well as syenite and granitoid porphyry intrusive rocks.
- **Paleotectonic Setting:** Most gold deposits in the southern Abitibi belt are found in Archean greenstone belts or their associated intrusions along highly deformed steeply dipping major shear zones. Such shear zones form at major structural discontinuities near the contact between major sedimentary and volcanic sequences. The Larder Lake-Cadillac and Destor-Porcupine Break, major deformation zones each traceable for over 150 kilometres are the most famous in the region.
- **Structure:** The gold-bearing veins fill pre or syn-ore faults and fractures in the various host rocks. Individual veins, vein zones and stockworks are found in a variety of patterns and orientations including: wedge shatter patterns near the junction of faults, cross-over or 'ladder' veins, en echelon veins, braided patterns, and anticlinal or 'saddle' veins. There are post-ore faults that displace the mineralized bodies including strike faults that may contain late barren quartz-calcite veins and later cross faults that are sharp and often gouge filled.
- **Associated Deposits:** None known. Unrelated deposit types in the Abitibi Belt include volcanogenic massive sulphide and komatiitic nickel deposits. Kimberlites are also known in the Kirkland Lake region.
- **Primary Ore Mineralogy:** The ore is contained in quartz-carbonate veins and fracture fillings. Quartz is by far the main vein mineral along with lesser carbonates including ankerite and calcite. Minor sericite and chlorite and local traces of tourmaline, barite, gypsum and celestite have been noted. Native gold is the main ore element. The main sulphide mineral is pyrite.
- **Wall-Rock Alteration:** Alteration of wall rocks adjacent to veins and breaks is a prominent characteristic of Archean low-sulphide gold deposits. Alteration minerals include quartz, ankerite, calcite, pyrite, chlorite, sericite, leucoxene, tourmaline and fuchsite. Wall rock adjacent to an auriferous vein-fault in the syenite intrusives is characterized by mylonitization and brecciation containing a full suite of the alteration minerals, although silicification and sericitization is usually concentrated immediately

adjacent to veins. Carbonatization may affect large areas of rock, often not directly adjacent to known ore.

The Archean iron-formation-hosted gold and low-sulphide gold-quartz vein models are considered to be the main conceptual models that are relevant to the Swayze Belt Properties. Due to the presence of komatiites or mafic-ultramafic intrusions it is possible that nickel-copper-PGE deposits might present. Also, the calc-alkaline volcanic units of the Chester assemblage might be a potential host for VMS deposit types.

8.0 MINERALIZATION

There are no significant gold or base metal occurrences located to date on the GoldON Properties.

9.0 EXPLORATION

Exploration work has been completed in recent years on the various claim blocks that make up the current Chester, Neville-Potier and Mollie River Properties collectively the GoldON Swayze Belt Properties. The following subsections will outline the various programs and then focus on the salient features of these previous exploration activities by discipline (i.e. Geology, Geophysics, and Geochemistry). Historical exploration activities on now expired claim blocks that include the current Properties were summarized previously in section 5.2: History GoldON Swayze Properties. Testing of targets defined by the historical and current studies and surveys will be dealt with in the next section, 10.0: Drilling.

9.1. Geological Mapping and Prospecting Activities

There are several reports and compilations that describe the regional geology of the southern part Swayze Greenstone Belt e.g. Laird (1932), Heather *et. al*., 1996, Heather (1998, 2001), Ayer *et. al*., (2002) and von Breeman *et. al*., (2006). The reports on prospecting operations by various companies also address this matter to varying degrees of detail.

No detailed geological mapping has been done by GoldON on any of the current Properties. The only property-scale mapping known at present is historical work that includes the current Mollie River East Property (Alexander and Novak, 1988).

The results of the various geological and related investigations are synthesized in Section 6.0: Geological Setting and Section 8.0: Mineralization above and will not be discussed further here.

2011 Prospecting and Rock Sampling Program, Neville-Potier Property

In 2011, GoldON contracted Clark Exploration Consulting Inc. of Thunder Bay, Ontario to conduct a prospecting, sampling, mapping and trenching program on the Neville-Potier Property. Work began in September of 2011 and continued through until December 11, 2011 when the program had to be halted due to inclement winter weather. The foreshortened program can only be described as a reconnaissance prospecting and sampling exercise because no new or revised geological map was produced and no trenching was carried out. The following descriptions are quoted or summarized from the program report aptly entitled "*2011 Prospecting and Sampling Program Neville-Potier Property*" (Siemieniuk, 2012).

"During the program both the granitic terrane to the north of the Swayze Greenstone Belt as well as the northeastern portion of the Swayze Greenstone Belt that roughly bisects the property were explored. The granitic terrane to the north was prospected primarily for gold while looking for mineralization similar to or potentially an 'extension' of Trelawney's Cote Lake deposit. The Swayze Greenstone Belt was prospected for gold as well as base metals and Cu-Ni-PGE mineralization as geologically warranted by the extensive suite of rocks found within the belt."

"During the Fall program a total of 207 grab samples were taken from a variety of rock types and alteration styles and selectively assayed for gold, VMS and Cu-Ni-PGE. Anomalous gold

values were encountered ranging from 0.6 grams per tonne down to 0.2 grams per tonne in a variety of lithologies all containing quartz veining or flooding. The highest gold value encountered in outcrop (0.6 grams per tonne gold) also contained 0.04 % copper and 0.1 % molybdenum. Two samples of siliceous felsic metavolcanics taken 73 meters apart assayed 0.30 % copper 0.17 % copper respectively. While mafic intrusive rocks were encountered on the property only anomalous platinum and palladium values were encountered. In addition to the samples taken in outcrop one sample taken from a large angular boulder returned 2.19 grams per tonne gold what has been described as a felsic volcanic rock. The prospecting crew felt as though (due to the large size, quantity, and angularity) the source of these boulders was proximal to where the boulders were found."

The conclusions drawn from the program are as follows; *"The continuation of the 2011 prospecting program should focus on areas coincident with anomalous gold and copper values looking for both gold and VMS mineralization. The existing GIS compilation should be taken one step further with the georeferencing of historical geophysical maps to see how they overlay with the mineralization discovered this past season. This should be followed up with a visit to the Timmins Regional Geologist's Office to do a complete search of historical and recent - perhaps post-2004 - assessment work prior to the 2012 exploration program. Focus this program should be shifted towards the geological investigation of mineralization however boot and hammer prospecting on this vast land package is still warranted."*

"Areas of interest to be visited include (but should not be limited to):

- *Area of 2.19 g/t gold sample from angular float to determine ice direction and attempt to locate more outcrop and / or float up ice. Depending on success scouting for a ground geophysical program (mag and IP) to determine when it could be conducted should be carried out. This would be followed up by mechanical trenching and / or diamond drilling of anomalies.*
- *Anomalous gold samples hosted in Banded Iron Formation found in historical trenches (samples Z079522 and 23) need to be investigated further. A decision should quickly be made as to whether or not mechanical cleaning out (re-trenching and washing) of historical trenches is warranted. Interpretation of historical geophysics would could lead to further target areas for trenching proximal to this zone.*
- *Sample Z079718 returned 0.223 g/t gold in a relatively unaltered mafic meta-volcanic sample with trace sulfides located on a ridge in an area indicated on OGS maps as being a E-W trending fault area. This area needs to be looked at further to determine the extent of the mineralization perhaps with channel or chip sampling in hopes of a wide with of low grade mineralization (or possible zones of increased gold values).*
- *Sample Z079583 returned 0.603 g/t gold, 0.04 % Cu, and 0.1% Mo in a quartz-vein hosted in mafic meta-volcanics. This showing is on an island and wasn't revisited during the second phase of this program. With molybdenum being a good indicator element for gold mineralization in the area as well in some gold deposits (i.e. Hemlo) this showing also warrants further investigation. Perhaps a small program of high-density lake sediment samples is warranted to identify prospective area's along the shorline (more work required before commiting to this).*

- *Samples Z072844 and 45 returned copper values of 0.3 % and 0.17 % respectively. Sample 44 also returned 0.9 % Mn and is described as an intermediate volcanic that is very silicious (felsic volcanic?) containing carbonate, cpy, moly, magnetite and is a cherty horizon. Sample 45 is roughly 75 meters away and is described as a felsic volcanic. This area should be looked at with interest as the potential for VMS style mineralization seems to exist within this portion of the Swayze Belt."*

The Neville-Potier prospecting and sampling program report contains a tabulation of all samples taken with GPS coordinates and lithological/mineralization descriptions, as well as maps showing the geochemical statistical distribution of gold values. All samples were analysed for gold, platinum and palladium plus a 35 element ICP scan and laboratory certificates are available. All of the moderate to weakly anomalous gold values encountered in the program are from Swayze greenstone belt lithologies that underlie the south part of the claim block.

2012 Prospecting and Rock Sampling Program, Chester Property

A two-day mapping and sampling program was carried out by Clark Exploration Consulting Inc. on May 25th and 26th, 2012 along the Bagsverd Lake peninsula to identify the possible cause of the magnetic and IP chargeability anomalies and to collect samples for assay. The following descriptions are quoted or summarized from the program report entitled "*Chester Property Field Work Summary*" (Clark Exploration, 2012).

"The peninsula is dominated by a medium grained mafic to ultramafic intrusive non-magnetic unit with up to 2% sulphides. Carbonate and chlorite alteration is prevalent throughout the unit as well as variable amounts of silica alteration. A non-magnetic silicified metabasalt with trace disseminated sulphides was mapped at the northern most terminus of the peninsula and is interpreted to represent another unit which likely extends north from this location. Outcrops of highly magnetic mafic to ultramafic dikes with up to 3% sulphides and a north-northwest strike were mapped along the eastern half of the peninsula along L6 and L7 (from the geophysical grid) within the mafic to ultramafic unit."

"A total of 15 samples were collected; 10 from the mafic to ultramafic unit, 1 from the silicified metabasalt unit, and four samples from the magnetic mafic dike. All 15 samples [were] *analyzed for Au, Pt, and Pd concentrations at Accurassay Laboratories in Thunder Bay, Ontario."* No significant anomalous precious or base metal values were obtained.

2012 Prospecting and Rock Sampling Program, Mollie River Properties

A brief prospecting and sampling program was carried out by Clark Exploration Consulting Inc. in 2012 on the Mollie River Properties. A total of 18 grab samples were taken. No significant anomalous precious or base metal values were obtained.

9.2. Geophysical Surveys

As previously noted in Section 5.0 History, the Swayze Belt has full coverage of Geological Survey of Canada ("GSC") airborne geophysical surveys including high resolution magnetic surveys and gravity coverage. In addition these greenstone belts are typically covered by a variety of fixed or rotary-wing airborne magnetic and/or electromagnetic surveys conducted by provincial government departments and/or by various mining/exploration companies. Also as previously outlined certain parts of the current Properties have historical coverage by ground surveys. This section deals exclusively with surveys completed in recent years on the current claims.

Surface geophysical surveys have been conducted on the Chester and Mollie River East Properties.

Magnetic, VLF-electromagnetic and IP/Resistivity Surveys on the Chester Property

On May 13, 2010, a program of geophysical surveys was conducted over the land portion of the current Chester claim. The geophysical program consisted of total field magnetic, and VLF-EM electromagnetic surveying. Ranger Exploration of Timmins, Ontario, carried out the geophysical surveys on behalf of original property owner Pierre Robert (Johnston, 2010).

The geophysical grid totalled 2.925 kilometres, which consisted of a 0.4 kilometre baseline striking at approximately 090 degrees. N-S cross lines ranging from 100 and 450 metres in length were established at 25 meter intervals along this baseline and surveyed to a lengths of between of 100 and 450 meters. The base line, grid lines, and all geophysical measurement locations were established via hand held GPS and are uncut.

The geophysical program consisted of total field magnetic surveying, and VLF-EM electromagnetic surveying. The total magnetic field survey and VLF-EM survey was done with a GEM GSM-19 combined magnetometer/VLF system. The VLF-EM survey utilized the transmitting station located in Cutler, Maine; which transmits at a frequency of 24.0 kHz. The survey results are presented in Figure 9-1 which shows interpreted VLF-EM conductors on a contoured total magnetic intensity ("TMI") base.

The VLF and magnetic surveys partially outlined several anomalies that were considered to be possibly prospective for further mineral exploration. The most significant anomalies appear to be the VLF-EM anomalies. An IP/Resistivity survey was recommended to further evaluate the property.

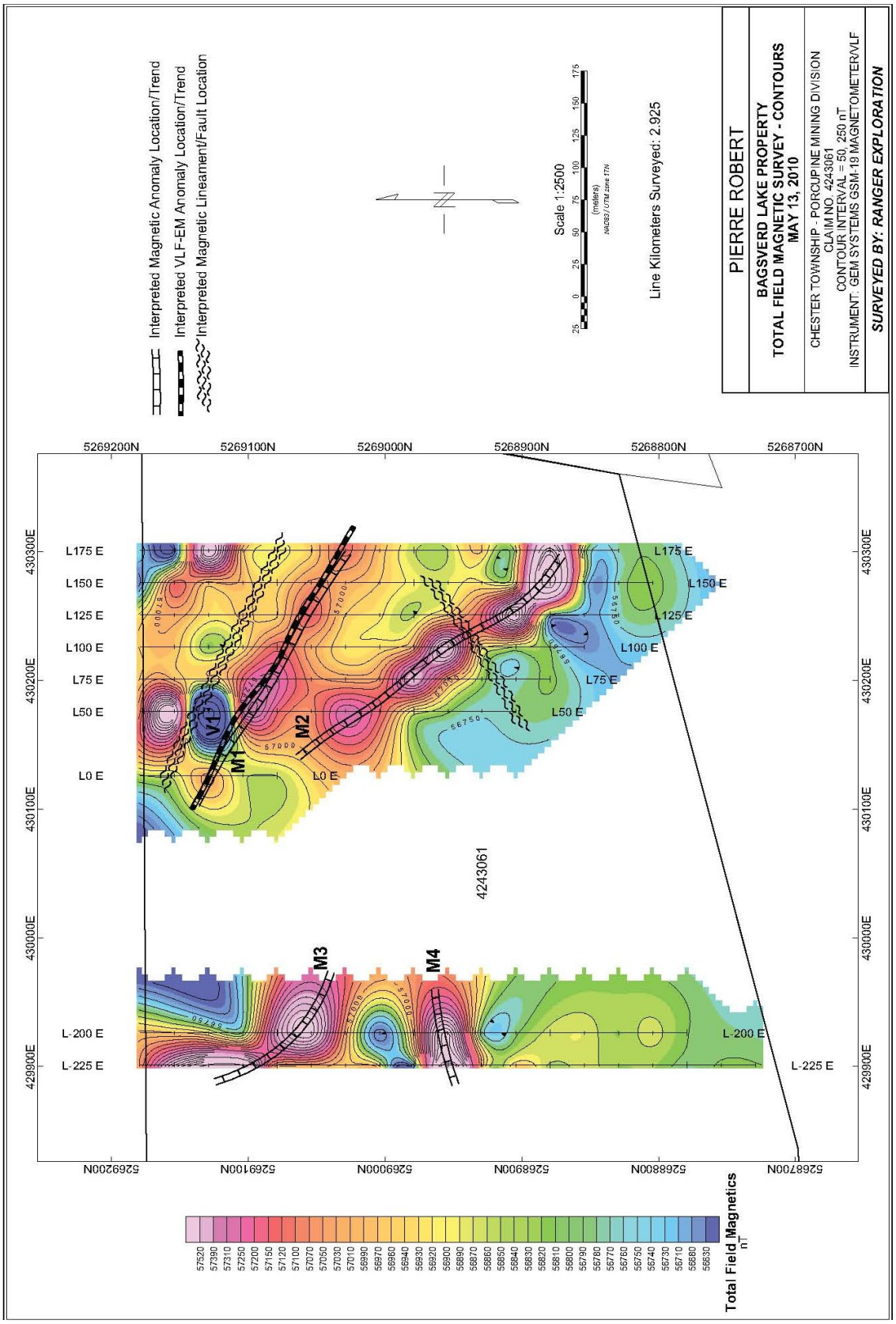


Figure 9-1: Chester Claim, 2010 Magnetic and VLF-EM Survey

In the early months of 2012 Newcastle/GoldON retained Dan Patrie Exploration Ltd., of Massey, Ontario to conduct geophysical surveys on the Chester Property (Winter, 2012). Line cutting and magnetometer and induced polarization/resistivity surveys were carried out between March 1 and April 10, 2012. Lines were spaced at 50 m with a total of 5.5 km being cut (Figure 9-2). The total field magnetometer survey based on GPS readings and with readings being taken at 25 m intervals was carried out on 3.55 km of line. Subsequently, pole-dipole induced polarization surveys with an a-spacing of 25 m and n-spacings of 1 to 6 were completed on the cut lines. A total of 3.025 line-kilometres were covered by the IP survey.

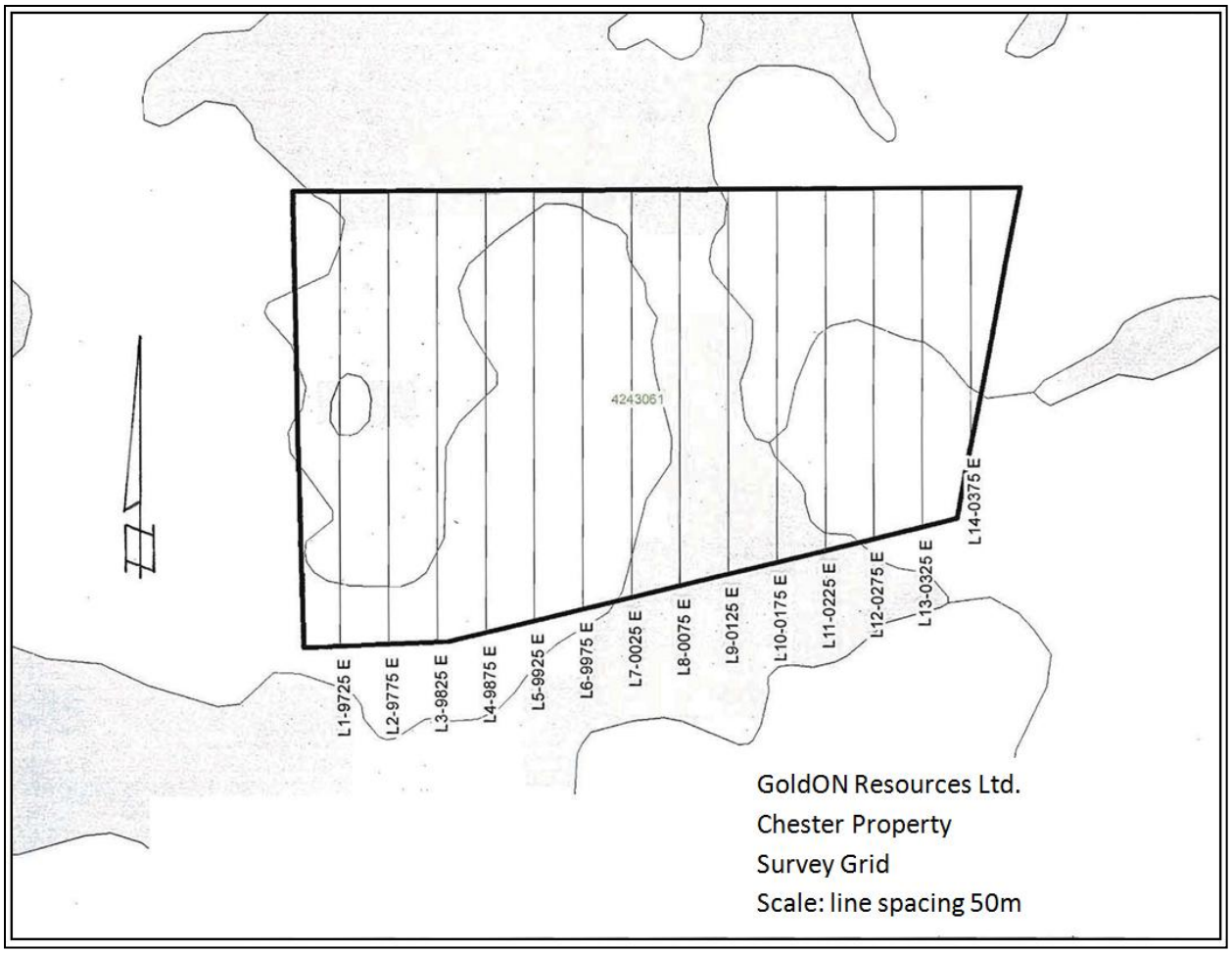


Figure 9-2: Chester Property, 2012 Geophysical Survey grid sketch map.

The magnetometer survey was carried out using two synchronized Envi Magnetometers made by Scintrex Ltd. One instrument was employed as a stationary base station for diurnal corrections. The IP/Resistivity survey was a time domain pole-dipole survey (a = 25m; n = 1 to 6) and it was carried out with a Walcer 9000 transmitter in combination with a Honda 18 HP motor generator and a Scintrex IPR-12 receiver. The magnetic survey is shown as a contour map in Figure 9-3. The IP survey is illustrated by a plan view of n=2 chargeability data in Figure 9-4.

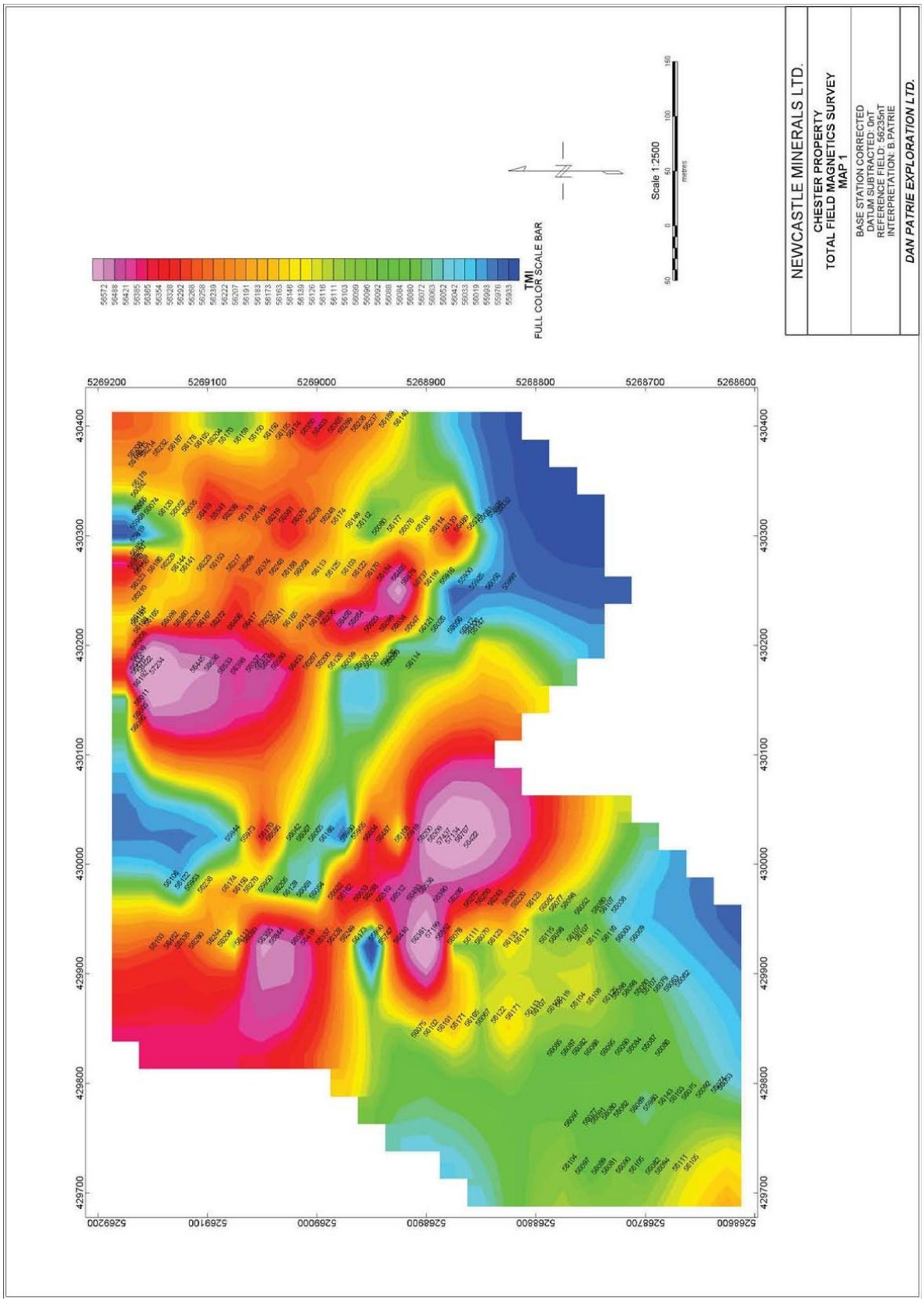


Figure 9-3: Chester Property, 2012 Magnetic Survey, Total Field Contour Map.

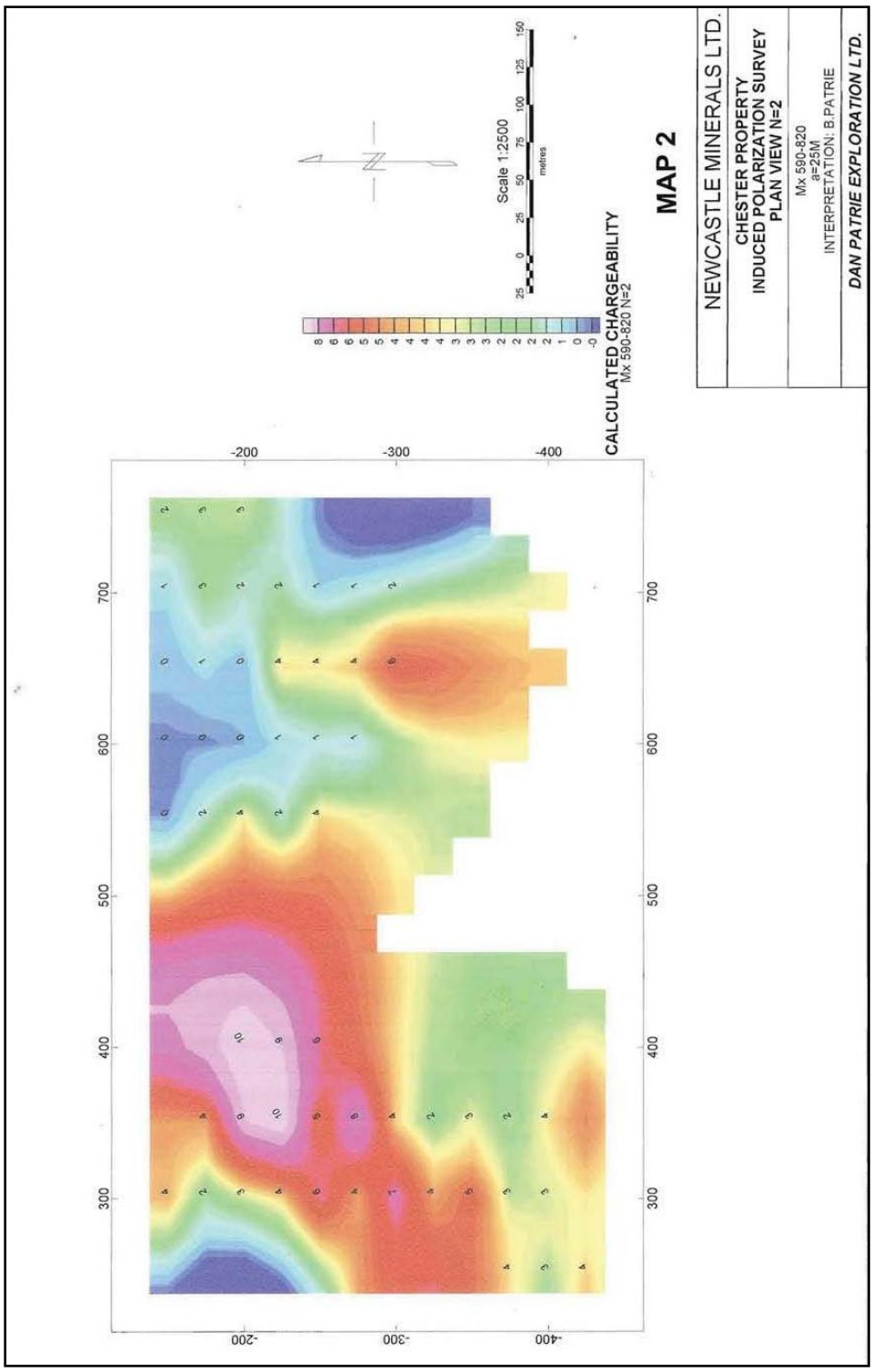


Figure 9-4: Chester Property, 2012 IP Survey, N=2 Chargeability Contour Map.

The IP survey has identified a weak chargeability anomaly in the western part of the Property with associated mixed, linear zones of high and low resistivities. The zone trends NE-SW and is in the order of 300 m long on levels N = 2 and N = 3. A prospecting and geological mapping

program was recommended to further evaluate the Property and in particular the IP chargeability anomaly as well as the surrounding portions of the Bagsverd Lake Property. A subsequent prospecting and rock sampling program (See subsection 9-1 above) revealed modest concentrations of disseminated sulphides in mafic volcanic rocks and dykes. No elevated base or precious metal values were obtained.

Magnetic and IP/Resistivity Surveys on the Mollie River East Property

In June 2010, Vision Exploration Inc. undertook ground geophysical surveys for First Lithium Resources Inc. on the Mollie River property including IP/resistivity and magnetometer surveys (Fedikow, 2011). The results are presented for chargeability in Figure 9-5 and total field magnetic in Figure 9-6 (It is noted that the contour values are illegible in the original report but brighter colours represent higher chargeabilities and magnetic susceptibilities). Coincident magnetic and chargeability anomalies were selected as drilling targets (see section 10-3). No survey parameters or equipment specifications are contained in the First Lithium Resources report.

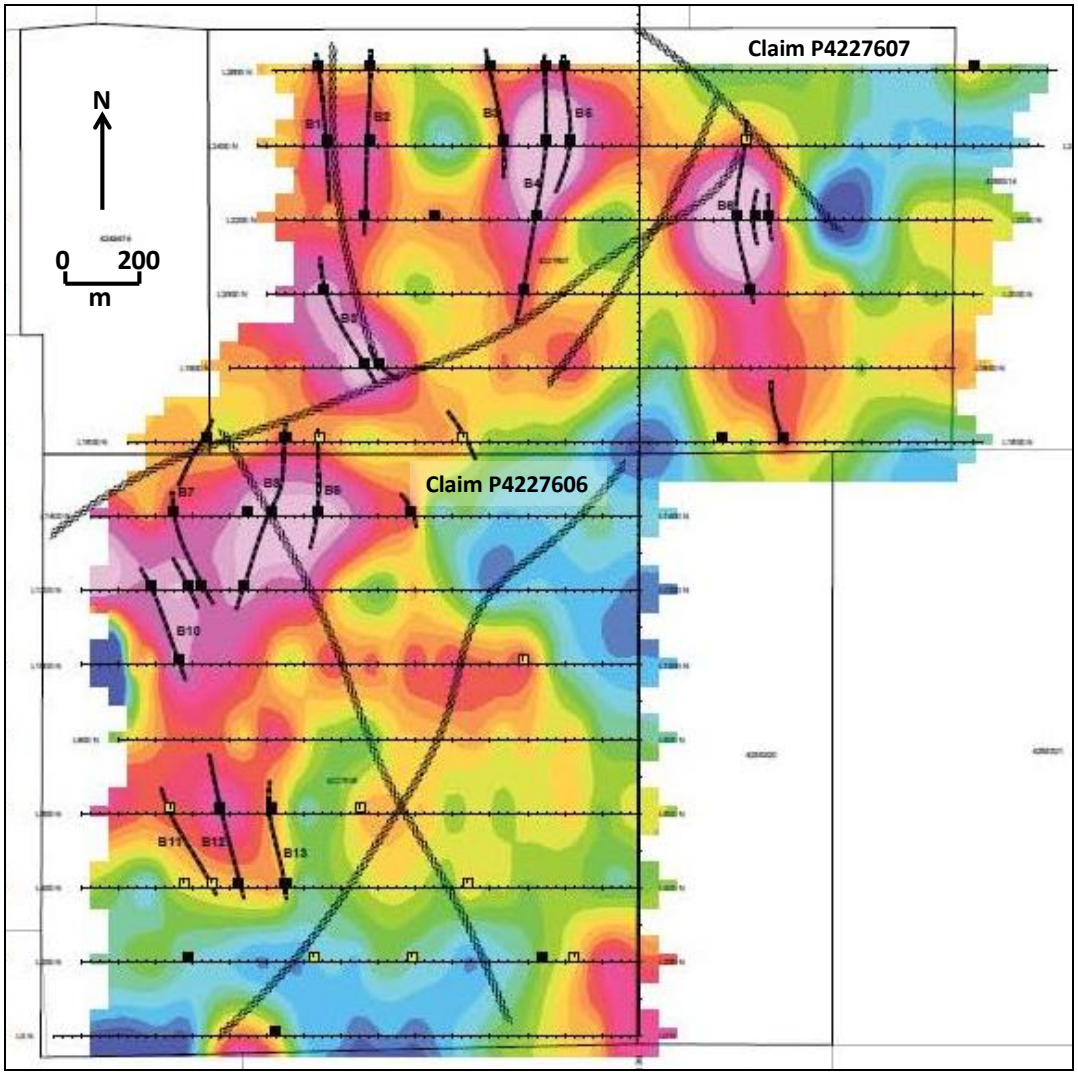


Figure 9-5: Mollie River East Property, Chargeability contour map.

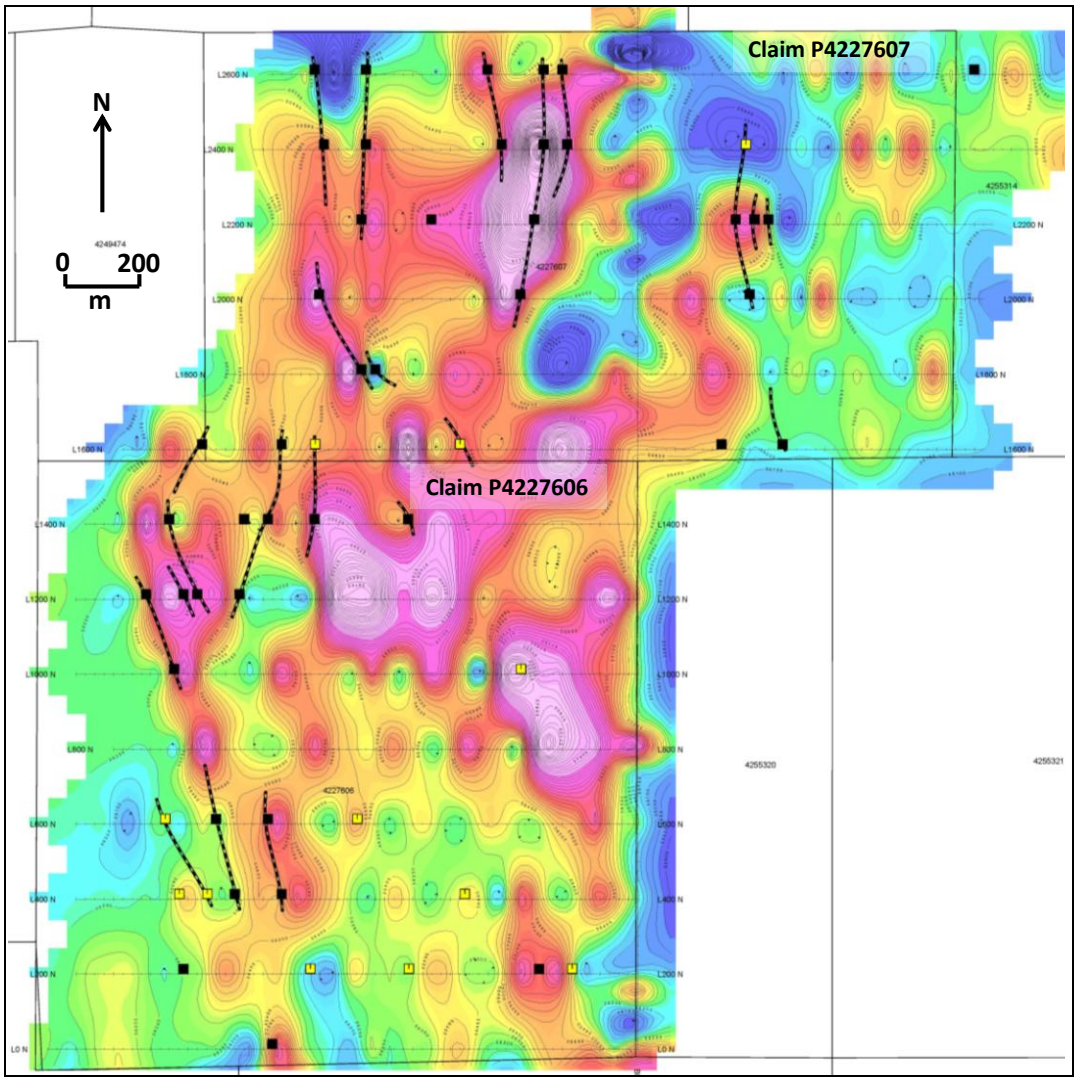


Figure 9-6: Mollie River East Property, Total Field Magnetic Survey

9.3. Geochemical Surveys

No indirect-approach orientation surveys or systematic exploration geochemical work such as soil, humus, till or stream sediment, etc. sampling has been conducted on the GoldON Properties.

10.0 DRILLING

Drilling on the Chester, Neville-Potier and Mollie River falls under three categories:

- Historical exploration drilling on the current Neville-Potier Property,
- Early stage exploration diamond drilling completed in recent years on the current Chester and Mollie River Properties, and
- Geotechnical drilling completed by Trelawney Mining and Exploration Inc. on the Neville-Potier Property

There are no known historical drill holes on the current Chester or Mollie River Properties. The various drilling programs are summarized in the following sections.

10.1. Historical Drilling Neville-Potier Property

All of the historical drill hole data for the Neville-Potier Property comes from reports and drill logs prepared by previous holders of mineral rights in the area. Periodic interest in the area resulted in two drilling programs for a total of four drill holes (Figure 10-1).

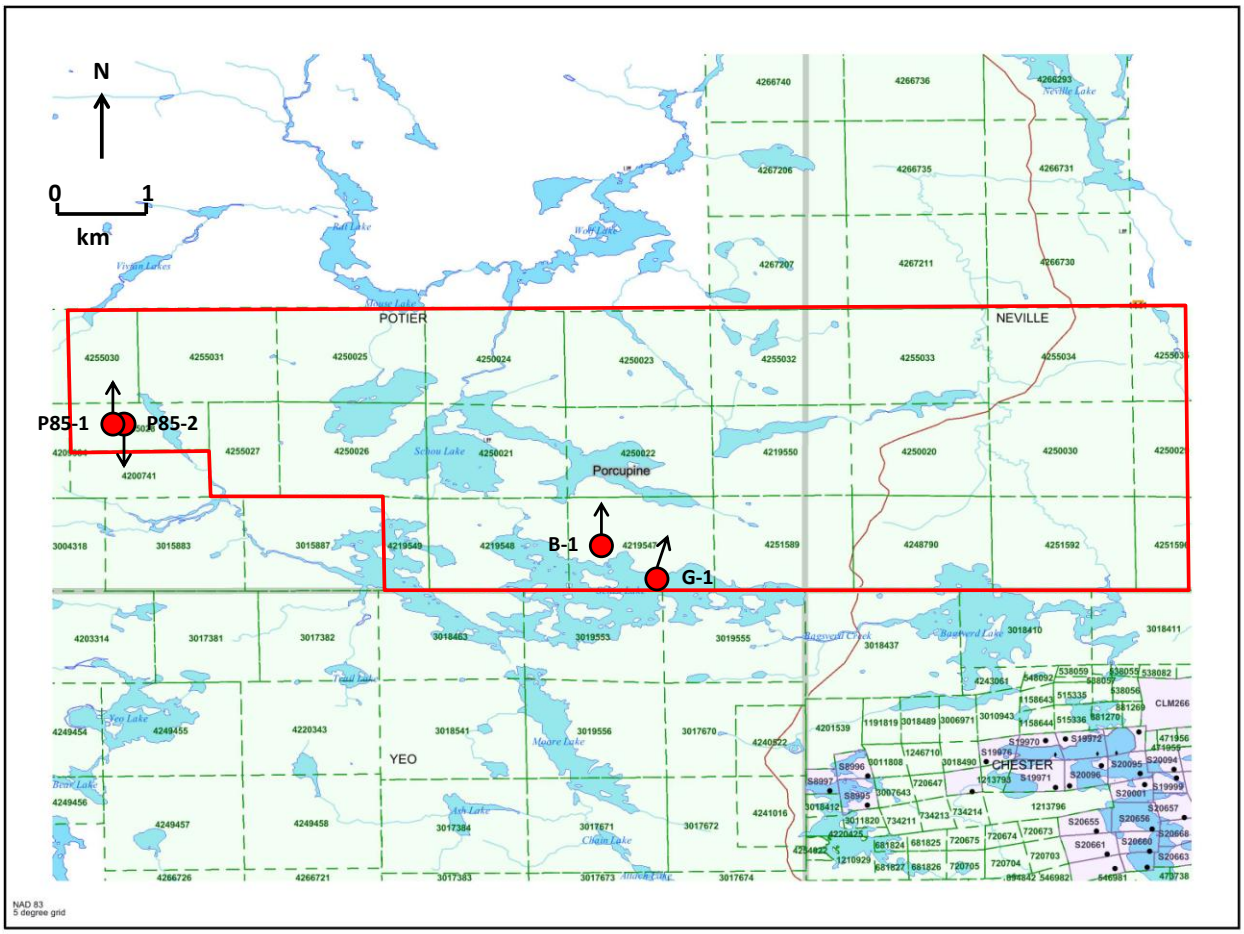


Figure 10-1: Neville-Potier Property, historical drill hole approximate locations.

As noted previously (Section 5-2), in 1958 the Three Duck Lake Syndicate conducted a diamond drilling program of 2 holes with a total combined length of 617 feet. (MNDM reference; AFRI # 41O09SE9018). Drill hole B-1 was logged as sedimentary rocks including argillite, greywacke, cherty argillite in the upper part, then a schistose/brecciated/lost core middle section and finally mafic volcanic at the end. Drill hole G-1 was logged as mafic volcanic rocks and related schists. Mineralization/alteration features including minor pyrite and chalcopyrite, quartz veining and silicification were noted locally in both holes. Original drill logs are available but no analytical data is on file.

In 1985, Hargor Resources Inc. put down two diamond drill holes totalling 800 feet to test geophysical anomalies and the gold potential of possible iron formation. Two iron formation units were intersected in both holes but assays showed only weak gold and silver values (MNDM reference; AFRI # 41O09SE0042). Original drill logs are available complete with gold and silver analytical data for selected intervals. Laboratory analytical certificates are also on file.

10.2. 2011 Diamond Drilling Program, Chester Property

In the summer of 2011 GoldON completed a four-hole 1,050 metre BTW (42.0 mm core diameter) diamond drilling program to test magnetic anomalies and VLF- electromagnetic conductors on the Chester Property. The drilling was contracted to Chenier Drilling Services under the field supervision of Clark Exploration Consulting Inc. of Thunder Bay, Ontario. The hole coordinates and other basic information is outlined in Table 10-1 and approximate hole locations are shown in Figure 10-2.

Table 10-1: Chester Property 2011 Drill Hole Locations

Hole Identity	Coordinates (UTM Zone 17, NAD 83)					
	Easting	Northing	Elevation	Inclination	Azimuth	Depth
	M	M	m	Degrees	Degrees	m
CH-11-01	430246	5269030	~385	-50	182	250
CH-11-02	430256	5269010	~385	-50	0	250
CH-11-03	430256	5269010	~385	-50	45	250
CH-11-04	430205	5268979	~385	-50	340	300
Total						**1,050**

While no significant gold assays were returned, anomalous gold was encountered and was dominantly associated with variable degrees of sulfide mineralization, alteration and fracturing in intermediate intrusive (primarily hornblende diorite) and occasionally intermediate-to-mafic metavolcanic rocks. A total of 213 split core samples were taken from selected intervals of all the holes and assayed for gold only. A substantial majority of the samples returned values at or near the lower detection limit of 5 ppm. The highest single value was 53 ppb or 0.053 g/t Au. Drill logs with lithological and structural information together with analytical results and laboratory certificates are available.

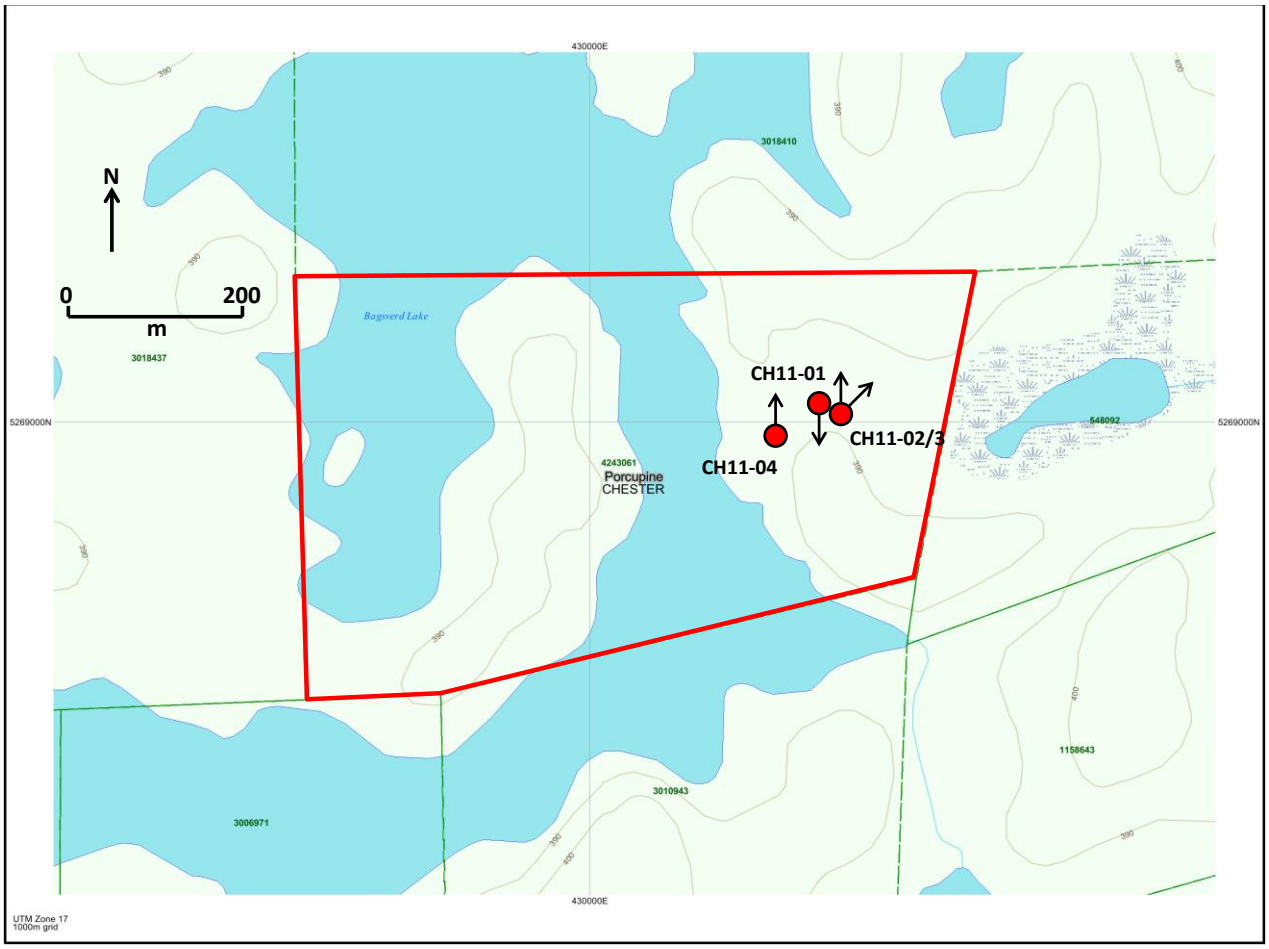


Figure 10-2: Chester Property, 2011 Drill Hole Location Map.

10.3. 2010 Diamond Drilling Program, Mollie River Properties

First Lithium Resources Inc. optioned the GoldON Mollie River Properties in 2010 and completed geophysical surveys and diamond drilling programs at various times in 2010 and 2011 before relinquishing the option. Between late November 2010 and early January 2011 First Lithium Resources Inc. completed a ten-hole 1,952.9 metre NQ (47.6 mm core diameter) diamond drilling program to test magnetic and IP/Resistivity anomalies and VLF- electromagnetic conductors on the Mollie River East Property. No other survey data was integrated with these data to target diamond drill holes. The drilling was contracted to Acklo Diamond Drilling Ltd. utilizing a Longyear 38 drill. The program was supervised by Mark Fedikow, P.Eng. P.Geo. C.P.G. One hole, MR10-10, was subsequently deepened by 99 metres in April 2011 bringing the combined meterage to 2,051.9 metres. The hole coordinates and other basic information is outlined in Table 10-2 and approximate hole locations are shown in Figure 10-3.

Table 10-2: Chester Property 2011 Drill Hole Locations

Hole Number	Coordinates (Local cut grid)					
	Line	Station	Elevation	Inclination	Azimuth	Depth
	m	M	M	Degrees	degrees	m
MR10-01	14+00N	9+85W	n/a	-45	90	197
MR10-02	18+00N	7+25W	n/a	-45	315	195.4
MR10-03	12+00N	13+00W	n/a	-45	90	200
MR10-04	24+00N	7+25W	n/a	-45	270	200
MR10-05	12+00N	10+40W	n/a	-45	270	200
MR10-06	22+00N	3+00E	n/a	-45	270	200
MR10-07	24+00N	1+75W	n/a	-45	270	181.5
MR10-08	22+00N	3+87E	n/a	-45	270	200
MR10-09	14+00N	11+00W	n/a	-45	90	185
MR10-10/10Ext.	20+00N	3+50E	n/a	-45	270	293
Total						**2051.9**

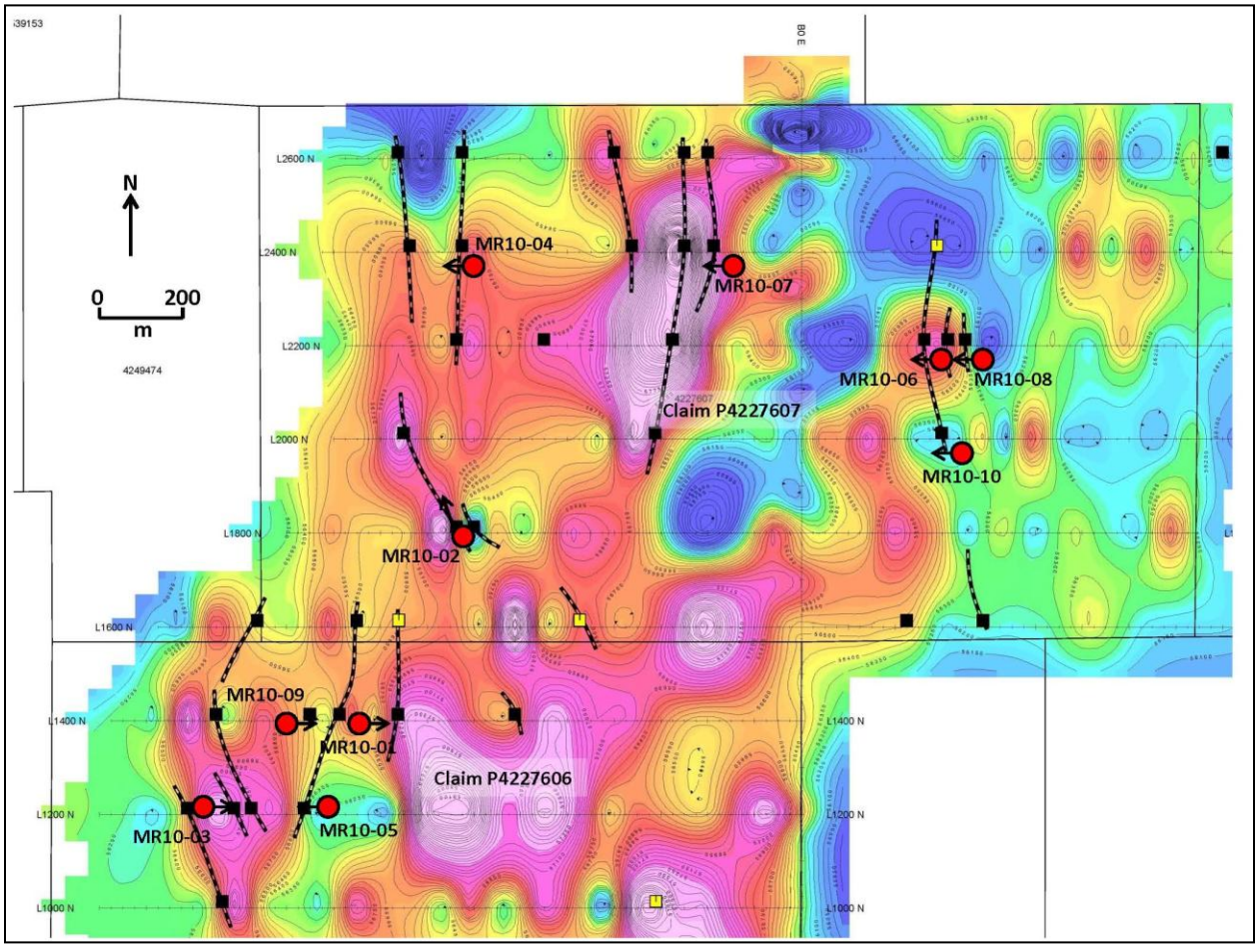


Figure 10-3: Mollie River East Claims, drill hole locations, TMI contours and IP anomalies.

Drill holes intersected massive, fine- to coarse-grained gabbro, granite and granodiorite units that are locally chloritic, silicified and carbonate-altered along narrow late shears and fractures. Mineralization consists of trace to maximum 5% pyrite, pyrrhotite and chalcopyrite over core intervals of up to 14 m. Magnetite was observed as disseminations and wispy laminae in all lithologies. Pervasive fronts of alteration, including silicification and chloritization, were limited but not uncommon in gabbroic lithologies. A total of 741 split core samples were taken from selected intervals of all the holes and assayed for gold by fire assay/ AA finish plus a 37 element ICP package. A summary of anomalous results is given in Table 10-3. Drill logs with lithological and structural information together with analytical results and laboratory certificates are available.

Table 10-3: Mollie River Properties, 2010 Drilling Results Summary

Hole	From m	To m	Interval m	Lithology	Sulphides	Sample #	Au ppb	Ag ppm	Cu ppm	Ni ppm	Zn ppm
MR10-01	No significant values										
MR10-02	No significant values										
MR10-03	44.00	45.10	1.10	Gab +1-2 cm Qtz	tr. cpy-po	2264	23	0.8	1640	11	42
	45.10	46.10	1.00	Gab +1-2 cm Qtz	tr. cpy-po	2265	12	0.5	1110	7	42
	46.10	47.16	1.06	Gab +1-2 cm Qtz	tr. cpy-po	2266	26	0.7	1580	13	53
Average	**44.00**	**47.16**	**3.16**				**20.5**	**0.7**	**1452**	**10**	**46**
MR10-04	No significant values										
MR10-05	127.00	128.00	1.00	Hornblendite	po-py-cpy	2456	11	0.7	3730	2470	63
	128.00	129.00	1.00	Hornblendite	po-py-cpy	2457	41	0.3	1450	1180	57
Average	**127.00**	**129.00**	**2.00**				**26**	**0.5**	**2590**	**1825**	**60**
MR10-06	No significant values										
MR10-07	No significant values										
MR10-08	No significant values										
MR10-09	No significant values										
MR10-10	**188.84**	**189.35**	**0.51**	**Sheared gabbro**	**1%**	**2600**	**1830**	**0.6**	**1510**	**53**	**121**

10.4. 2012 Geotechnical Drilling Program, Neville-Potier Property

As part of a larger program associated with the proposed development of its Côté Lake Gold Project located in Chester township, Trelawney Mining and Exploration Inc. provided investment funding to complete a geotechnical drilling program on GoldON's Neville Potier Property. Knight Piésold Ltd. ("Knight Piésold") was retained to conducted preliminary geotechnical investigations to characterize foundation conditions and to install hydrogeological monitoring wells related to the proposed Côté Lake Gold Project infrastructure. A number of these holes were completed within GoldON's Neville-Potier claim block. A total of twenty four (24) drillholes were completed within the GoldON claims block, as shown in Figure 10-4. The hole coordinates and other basic information is outlined in Table 10-4.

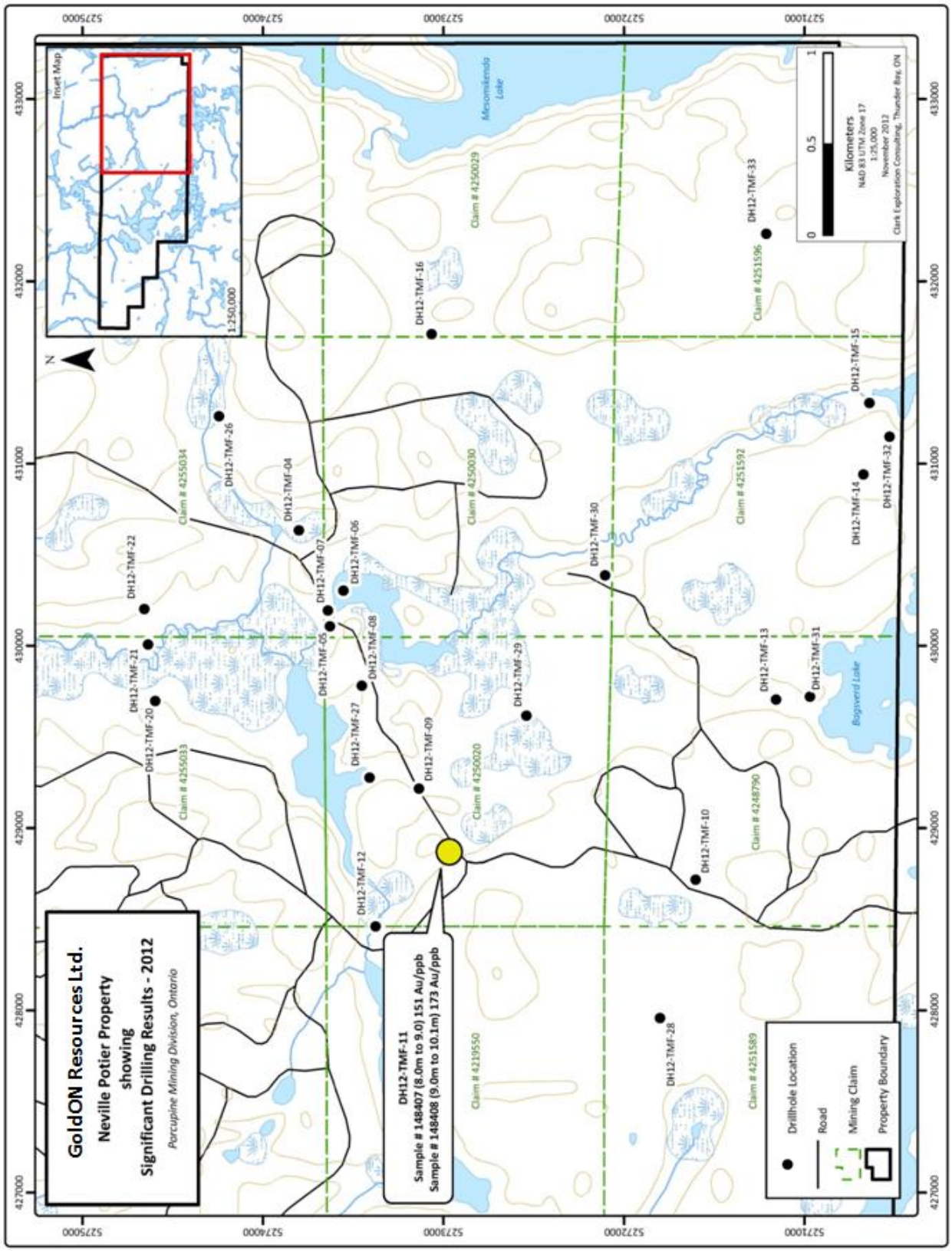


Figure 10-4: Neville-Potier Claims, 2012 geotechnical drill hole locations.

Table 10-4: Neville-Potier, 2012 Drill Hole Locations

Hole Identity	Coordinates (UTM Zone 17, NAD 83)			Bedrock Depth	Hole Depth
	Easting	Northing	Elevation		
	M	M	M	m	m
DH12-TMF-04	430,633	5,273,801	375.4	5.10	9.95
DH12-TMF-05	430,193	5,273,641	372.9	2.00	6.75
DH12-TMF-06	430,303	5,273,554	372.7	3.65	9.20
DH12-TMF-07	430,107	5,273,628	372.2	2.65	7.65
DH12-TMF-08	429,781	5,273,452	373.5	2.49	7.38
DH12-TMF-09	429,216	5,273,136	374.4	7.40	11.70
DH12-TMF-10	428,717	5,271,603	381.7	1.60	6.55
DH12-TMF-11	428,859	5,272,973	374.1	6.03	23.80
DH12-TMF-12	428,460	5,273,376	372.7	17.91	32.92
DH12-TMF-13	429,706	5,271,159	376.3	2.86	10.54
DH12-TMF-14	430,940	5,270,675	383.5	4.50	10.00
DH12-TMF-15	431,332	5,270,641	380.4	2.20	7.60
DH12-TMF-16	431,710	5,273,065	388.8	0.75	5.85
DH12-TMF-20	429,698	5,274,597	373.8	12.83	17.88
DH12-TMF-21	430,008	5,274,636	372.2	3.04	8.25
DH12-TMF-22	430,202	5,274,657	376.5	4.53	12.82
DH12-TMF-26	431,259	5,274,243	383	17.70	24.00
DH12-TMF-27	429,277	5,273,409	372.8	3.70	8.20
DH12-TMF-28	427,957	5,271,802	387.4	4.50	7.50
DH12-TMF-29	429,617	5,272,540	374.2	15.11	20.20
DH12-TMF-30	430,387	5,272,106	383.5	4.13	9.16
DH12-TMF-31	429,721	5,270,971	379.8	2.85	9.00
DH12-TMF-32	431,148	5,270,529	385.7	3.07	6.17
DH12-TMF-33	432,261	5,271,213	396.4	1.61	4.60
Total					**277.67**

The drilling and monitoring well installation was completed by Marathon Drilling Co. Ltd. ("Marathon"). Marathon utilized two CME 850 hydraulic diamond drill coring rigs equipped with both NQ and HQ diameter drill rods (triple tube). The drill rigs were capable of augering, wash boring, coring and conducting in situ Standard Penetration Tests (SPTs) with a hydraulic hammer. Drillholes were advanced by augering and sampling via SPT until refusal, advancing casing and coring thereafter. Augering was conducted using standard 0.2 m (8 in) hollow-stem augers. Soil sampling for characterization of fine grained soils via SPT was conducted at each drillhole site in the overburden from surface at an interval of approximately 0.75 m (2.5 ft.).

As required, the drillholes were completed using soil/rock coring techniques with run lengths of

between 0.75 and 1.5 m in overburden materials and 1.5 or 3 m in bedrock. Rock coring was completed to confirm bedrock (approximately 3 to 5 m into rock) or to a depth specified by the Engineer based on instrumentation or well installation requirements. Drillhole depths varied from 4.6 m (DH12-TMF-33) to 32.92 m (DH12-TMF-12) with an average drilled depth of approximately 11.2 m. Soil and rock recovery was generally good to very good.

The geotechnical parameters evaluated by the drilling program have little significance to to the early-stage exploration program being conducted on the Neville-Potier claims. However, the drilling has provided useful information to GoldON's exploration team on overburden conditions and bedrock geology. The drilling sites are randomly located in the exploration sense but nevertheless managed to intersect anomalous gold values in a hematite altered sheared granite in drill hole DH12-TMF-11 (highlighted in Figure 10-4).

The rock core drilled during the 2012 site investigation was subsequently logged and sampled as warranted by GoldON in September 2012. A total of 21 samples including 19 from drill hole DH12-TMF-11 were collected and analysed for Au only. The results from DH12-TMF-11 are summarized in Table 10-5. The remaining two sample assays were below detection limit.

Table 10-5: Neville Potier Property, 2012 Drilling Results Summary

Hole Identity	Sample			Sample number	Assay Au
	From	To	Interval		
	M	M	M		ppb
DH12-TMF-11	5.46	5.70	0.24	148403	<5
	5.70	6.35	0.65	148404	<5
	6.35	7.11	0.76	148405	75
	7.11	8.00	0.89	148406	5
	8.00	9.00	1.00	148407	151
	9.00	10.10	1.10	148408	173
	10.10	11.70	1.60	148409	<5
	11.70	13.00	1.30	148410	<5
	13.00	14.00	1.00	148411	23
	14.00	15.00	1.00	148412	<5
	15.00	16.00	1.00	148413	<5
	16.00	17.00	1.00	148414	<5
	17.00	18.00	1.00	148415	7
	18.00	19.00	1.00	148416	<5
	19.00	20.00	1.00	148417	<5
	20.00	21.00	1.00	148418	<5
	21.00	22.00	1.00	148419	10
	22.00	23.00	1.00	148420	<5
	23.00	23.70	0.70	148421	<5

11.0 SAMPLING METHOD AND APPROACH

Sampling programs pertaining to the GoldON Swayze Properties includes recent work by contractors and/or and associated individuals or companies between 2010 and 2012. All sampling programs concentrated exclusively on bedrock samples from either drill core or surface outcrops. No indirect-approach exploration geochemical programs such as soil, humus, till or stream sediment sampling have been conducted on the property.

Historical reports on preexisting claim blocks that include the current claims do not provide any details of the sampling methodology utilized for the various types of samples.

11.1. Sampling Programs on Current GoldON Claims

Sampling programs on the current Properties include grab samples associated with prospecting activities and split core samples from drilling programs.

Chester Property, 2010 Diamond Drilling Program

In the 2010 program, all drill core was delivered by the drilling contractor, Chenier Drilling, to Clark Exploration Consulting personnel at a temporary core logging facility set up on the property. Core was logged and marked for analytical sampling. Core sections to be sampled were split with one half for analysis and the other retained for reference. Sample records were kept as numbered sample books, as tags placed in the core boxes and on sample sheets incorporated into the drill logs. A numbered sample tag was placed inside each sample bag sent for analysis and the appropriate sample number was also marked on the outside of each bag. Core boxes, were labeled and the remaining core was stored and stacked on site.

Nominal sample length for broad altered or weakly mineralized sections was 1.0 meter, locally extended to 1.3 metres. Narrow veins or other promising sections were sampled according to geological boundaries. A total of 221 samples including standards and blanks were submitted to Accurassay Laboratories in Thunder Bay, Ontario for analysis.

Chester Property, 2012 Prospecting Program

A total of 15 selected grab samples were collected Clark Exploration Consulting personnel during a two day period in May 2012. Sample sites were located by hand held GPS and brief descriptions of lithological, alteration and mineralization features recorded. Sample records were kept as numbered sample books, and on sample sheets. A numbered sample tag was placed inside each sample bag sent for analysis and the appropriate sample number was also marked on the outside of each bag.

A total of 15 samples were submitted to ALS Minerals of North Vancouver, British Columbia for analysis.

Mollie River East Property, 2010 Diamond Drilling Program

There are few details available regarding the sampling methodology and approach for this two-phase program. For the first phase, drill core was generally sampled at 1 m intervals where sulphide mineralization was observed. Six hundred and ninety-eight core samples were split and one-

half of the sample interval sent to Activation Laboratories of Ancaster, Ontario for analysis. The second phase was restricted to deepening one of the previous holes, with a total of forty-five split core samples sent to Cattarello Assayers Inc of Timmins, Ontario for analysis.

Mollie River Properties, 2012 Prospecting Program

A total of 18 selected grab samples were collected by Clark Exploration Consulting personnel in 2012. Sample sites were located by hand held GPS and brief descriptions of lithological, alteration and mineralization features recorded. Sample records were kept as numbered sample books, and on sample sheets. A numbered sample tag was placed inside each sample bag sent for analysis and the appropriate sample number was also marked on the outside of each bag.

A total of 18 samples were submitted to ALS Minerals of North Vancouver, British Columbia for analysis.

Neville-Potier Property, 2011 Prospecting Program

A total of 207 selected grab samples were collected by Clark Exploration Consulting personnel in the fall of 2011. Sample sites were located by hand held GPS and brief descriptions of lithological, alteration and mineralization features recorded. Sample records were kept as numbered sample books, and on sample sheets. A numbered sample tag was placed inside each sample bag sent for analysis and the appropriate sample number was also marked on the outside of each bag.

A total of 207 samples were submitted to ALS Minerals of North Vancouver, British Columbia for analysis.

Neville-Potier Property, 2012 Geotechnical Drilling Program

The rock core drilled during the 2012 site investigation was subsequently logged and sampled as warranted by GoldON in September 2012. A total of 21 samples including 19 from drill hole DH12-TMF-11 were collected and analysed for Au only. The samples were submitted to Accurassay Laboratories in Thunder Bay, Ontario for analysis.

11.2. MPH Consulting Verification Samples

No rock samples were collected by MPH from the Properties in connection with this technical report for the following reasons:

- There are no known outcrops or drill core sections from the Properties with commercially significant precious or base metal content.
- Access to the known minor showings was difficult and impractical due to snow cover.
- There is ample historical evidence to indicate that the general area of the Properties is prospective for gold, notably the presence of former mining and exploration sites including the historical Chester Township small scale producers and the current Cote Lake advanced gold project.

12.0 SAMPLE PREPARATION, ANALYSES AND SECURITY

Four different analytical laboratories were utilized from time to time for different types of samples from the three GoldON Properties. Three of these (Accurassay Laboratories, Activation Laboratories Limited, and ALS Minerals) are certified to international standards, while the fourth (Cattarello Assayers Inc.) is uncertified. The sample preparation and analytical procedures for samples from the Properties by the individual laboratories are outlined below. Available reports do not provide accounts of security procedures.

12.1. Laboratory Accreditation

ISO 17025 is the main standard used by testing and calibration laboratories. There are many commonalities with the ISO 9000 (9001, 9002) standard, but ISO 17025 adds in the concept of competence to the equation and it applies directly to those organizations that produce testing and calibration results. Updates to ISO 17025 have introduced greater emphasis on the responsibilities of senior management, and explicit requirements for continual improvement of the management system itself, and particularly, communication with the customer. Laboratories use ISO 17025 to implement a quality system aimed at improving their ability to consistently produce valid results. Since the standard is about competence, accreditation is simply formal recognition of a demonstration of that competence. A prerequisite for a laboratory to become accredited is to have a documented quality management system. Regular internal audits are expected to indicate opportunities to make the test or calibration better than it was. The laboratory is also expected to keep abreast of scientific and technological advances in relevant areas.

There are two main sections in ISO/IEC 17025 - Management Requirements and Technical Requirements. Management requirements are primarily related to the operation and effectiveness of the quality management system within the laboratory. Technical requirements address the competence of staff, methodology, test/calibration equipment and the test methods. Full validation of test methods and proof of proficiency set this standard apart from ISO 9001 or 9002.

CAN-P-1579 is the Standard Council of Canada's ("SCC") requirements for the accreditation of mineral analysis testing laboratories. The CAN-P-1579 document provides an elaboration, interpretation and additional requirements to those requirements in ISO 17025 that are required for laboratories involved in performing mineral analysis testing for mining, exploration and processing. The program is designed to ensure mineral analysis testing laboratories meet minimum quality and reliability standards and to ensure a demonstrated uniform level of proficiency among these mineral analysis testing laboratories. This document identifies the minimum requirements for accreditation of laboratories supplying mineral analysis testing services for the following sample types: sediments, rocks, ores, metal products, tailings, other mineral samples, water and vegetation. To obtain initial accreditation by SCC, a laboratory must successfully complete both a proficiency testing regimen and an on-site assessment.

Accurassay Laboratories
The Accurassay laboratory at Thunder Bay, ON is accredited to the ISO 17025 by the Standards Council of Canada, Scope of Accreditation 434.

Activation Laboratories Limited (Actlabs)
The Actlabs facility at Ancaster, ON is accredited to both ISO 17025 and CAN-P- 1579 for specific registered tests. Actlabs was one of the first labs in North America to attain this accreditation becoming accredited in 1998. Actlabs also has the largest scope of accreditation in the minerals industry. Actlabs is also one of the few commercial laboratories which have achieved CAN-P-1579 accreditation.

ALS Minerals
The ALS Minerals laboratory in North Vancouver, BC is part of the ALS Global group and has ISO 9001:2008 and ISO 17025 accreditation through the Standards Council of Canada.

Cattarello Assayers Inc.
Cattarello Assayers Inc. of Timmins, ON is a boutique assay laboratory specializing in gold analyses for mining exploration and production companies operating in Northern Ontario. The laboratory is not accredited by the Standards Council of Canada.

12.2. Sample Preparation

Accurassay Laboratories
All samples from the GoldON Properties were prepared using Accurassay standard procedure which uses Jaw Crushers and Ring Mill Pulverizers. Samples received by the lab were routinely processed using the ALP1 sample preparation package:

Preparation Code: ALP1
1. Dry, Crush (<5kg) 70% -8 mesh (2mm),
2. Split (500g) and
3. Pulverize to 90% -150 mesh (106µ).
4. Silica abrasive clean between each sample.

Activation Laboratories Limited (Actlabs)
All samples were prepared for analysis at the Actlabs preparation laboratory located in Ancaster, Ontario. RX1 sample preparation protocols are as follows:

Preparation Code: RX1
1. Upon delivery to the Ancaster laboratory, samples are unpacked, sorted and entered into a Laboratory Information Management System (LIMS). Clients can track samples from sample reception and logging through to preparation, analysis and reporting.
2. As a routine practice with rock and core, the entire sample is crushed to a nominal minus 10 mesh (1.7 mm), mechanically split (riffle) to obtain a representative sample and then pulverized to at least 95% minus 150 mesh (105 microns).
3. As a routine practice, Actlabs will automatically use cleaner sand between each sample at no cost to the customer.

4. Quality of crushing and pulverization is routinely checked as part of Actlabs quality assurance program. Randomization of samples in larger orders (>100) provides an excellent means to monitor data for systematic errors. The data is resorted after analysis according to sample number.

ALS Minerals

All samples were prepared for analysis at the ALS Minerals laboratory located in North Vancouver, British Columbia. Sample preparation protocols are as follows:

1. Code LOG-22/WEI-21: Log sample in tracking system and weigh.
2. Code CRU-QC/PUL-QC: Conduct crushing and pulverizing QC tests.
3. Code CRU-31: drying and fine crushing of the entire sample to produce a crush product with 70% of material less than 2mm diameter.
4. Code SPL-21: Split sample using a riffle splitter.
5. Code PUL-31: Pulverise a split or total sample of up to 250g to 85% passing 75micron or better.

Cattarello Assayers Inc.

All samples were prepared for analysis at the Cattarello Assayers Inc. laboratory located in Timmins, Ontario. Samples are dried and crushed to minus 1/8 inch in two stages with jaw and cone crushers. A 250-300 gram split obtained using a riffle splitter is reduced to minus 150 mesh.

12.3. Analyses

Accurassay Laboratories

This laboratory was utilized to conduct gold and Platinum group element analyses on surface rock grab samples and split drill core samples from the Chester and Neville-Potier Properties. Precious metals analyses are performed using Fire Assay procedure combined with multiple finishes(AAS, ICP, and Gravimetric). Prepared sample pulps were analysed for Au using the ALFA1 procedure or for Au. Pt and Pd using the ALPG1 procedure.

Analysis Code: ALFA1

1. Gold analysis of 30g portion by fire assay/AAS finish; detection limits 5 – 30,000 ppb

Analysis Code: ALPG1

1. Platinum, palladium and gold analysis of 30g portion by fire assay/AAS finish; detection limits 5 – 30,000 ppb Au, 15 – 30,000 ppb Pt and 10 – 30,000 ppb Pd.

Activation Laboratories Limited (Actlabs)

This laboratory was utilized to conduct gold plus 35 element ICP analyses on split drill core samples from the Mollie River Property. Gold was assayed using the Actlabs 1A2Au procedure and the 35 element scan by the 1E3 Aqua Regia ICP process.

Analysis- Code 1E3 - Aqua Regia – ICP (AQUAGEO)

1. 0.5 g of sample is digested with aqua regia for 2 hours at 95 C.
2. Sample is cooled then diluted with de-ionized water.
3. The samples are then analyzed on a Perkin Elmer ICP for the 35 element suite.

4. A matrix standard and blank are run every 13 samples.

A series of USGS-geochemical standards are used as controls. This digestion is near total for base metals however will only be partial for silicates and oxides.

Table 12-1: Actlabs Code 1E3 Elements and Detection Limits (ppm)

Element	Detection Limit	Upper Limit	Element	Detection Limit	Upper Limit
Ag	0.2	100	Mo	1	10,000
Al	0.01%	-	Na	0.00%	-
As	2	10,000	Ni	1	10,000
B	10	-	P	0.00%	-
Ba	10	-	Pb	2	5,000
Be	0.5	-	S	0.01%	20%
Bi	2	-	Sb	2	-
Ca	0.01%	-	Sc	1	-
Cd	0.5	2,000	Sr	1	-
Co	1	10,000	Te	1	500
Cr	1	-	Ti	0.01%	-
Cu	1	10,000	Tl	2	-
Fe	0.01%	-	U	10	-
Ga	10	-	V	1	-
Hg	1	-	W	10	-
K	0.01%	-	Y	1	-
La	10	-	Zn	2	10,000
Mg	0.01%	-	Zr	1	10,000
Mn	5	100,000			

Assay- Code 1A2 – Fire Assay AA

1. Fire Assay Fusion: A sample size of 5 to 50 grams can be used but the routine 30 g size is applied for rock pulps, soils or sediments (exploration samples). The sample is mixed with fire assay fluxes (borax, soda ash, silica, litharge) and with Ag added as a collector and the mixture is placed in a fire clay crucible, the mixture is preheated at 850°C, intermediate 950°C and finish 1060°C, the entire fusion process should last 60 minutes. The crucibles are then removed from the assay furnace and the molten slag (lighter material) is carefully poured from the crucible into a mould, leaving a lead button at the base of the mould. The lead button is then placed in a preheated cupel which absorbs the lead when cupelled at 950°C to recover the Ag (doré bead) + Au.
2. AA Finish: The entire Ag dore bead is dissolved in aqua regia and the gold content is determined by AA (Atomic Absorption). AA is an instrumental method of determining element concentration by introducing an element in its atomic form, to a light beam of appropriate wavelength causing the atom to absorb light – atomic absorption. The reduction in the intensity of the light beam directly correlates with the concentration of the elemental atomic species.

Table 12-2: Code 1A2 (FA/AA) Detection Limits (ppb)

Element	Detection Limit	Upper Limit
Au	5	3,000

ALS Minerals

This laboratory was utilized to conduct gold, PGM and 35 element ICP analyses on rock samples from the Neville-Potier Property. Gold was assayed using the ALS Au-ICP21 procedure, Platinum group metals by the PGM-ICP23 procedure and the 35 element scan by the ME-ICP41 process.

Code Au-ICP21

1. Trace level (Au - 0.001 to 10 g/t). Au by fire assay and ICP-AES finish; 30g nominal sample weight.

Code PGM-ICP23

1. Trace level (Pt – 0.005 to 10 g/t, Pd – 0.001to 10 g/t, Au - 0.001 to 10 g/t). Pt, Pd and Au by fire assay and ICP-AES finish; 30g nominal sample weight.

Code ME-ICP41

1. 35 elements by aqua regia-ICP-AES. Detection limits are shown in following table.

Table 12-1: ALS Minerals Code ME-ICP41 Elements and Detection Limits (ppm)

Element	Detection Limit	Upper Limit	Element	Detection Limit	Upper Limit
Ag	0.2	100	Mn	5	50,000
Al	0.01%	25%	Mo	1	10,000
As	2	10,000	Na	0.01%	10%
B	10	10,000	Ni	1	10,000
Ba	10	10,000	P	10	10,000
Be	0.5	1,000	Pb	2	10000
Bi	2	10,000	S	0.01%	10%
Ca	0.01%	25%	Sb	2	10,000
Cd	0.5	2,000	Sc	1	10,000
Co	1	10,000	Sr	1	10,000
Cr	1	10,000	Th	20	10,000
Cu	1	10,000	Ti	0.01%	10%
Fe	0.01%	50%	Tl	10	10,000
Ga	10	10,000	U	10	10,000
Hg	1	10,000	V	1	10,000
K	0.01%	10%	W	10	10,000
La	10	10,000	Zn	2	10,000
Mg	0.01%	25%			

Cattarello Assayers Inc
This laboratory was utilized to conduct gold assays on split drill core samples from the Mollie River Property. The assays were done by gravimetric analysis with standard bullion finish.

12.4. Security

None of the reports of exploration work available to MPH provide information regarding security protocols, if any, employed during the collection, storage, or transportation of the various types of samples.

13.0 DATA VERIFICATION

The data verification aspects are confined to the confirmation of existence of work sites such as survey grids, property boundaries, and drill holes. Due snow cover and a lack of available sampling media at the time of the site visit it was not practical for MPH to implement a check sampling program in connection with this report. Also being an early-stage exploration properties without significant mineral occurrences or drilling intersections, there isn't a lot that requires independent verification.

The confirmation of existence of work sites investigation for MPH was done by H. Coates during his April, 2013 site visit. In essence all of the work sites and technical observations reported by previous operators and checked by MPH were found to be properly recorded and accurate within acceptable limits.

13.1. Historic QA/QC Protocols

In reviewing the historic information on Properties there is occasional information that might indicate some degree of attention to Quality Assurance/Quality Control ("QA/QC") matters. However, nowhere in the records examined to date are there written protocols covering the following technical aspects of the historic exploration and development programs:

- Survey control of drill holes and other physical features,
- Core drilling procedures,
- Core, chip, and grab, sample handling, transportation, logging, sampling and security procedures,
- Data storage and management,
- Submission of quality control samples (standards, blanks, duplicates) to the principal laboratory,
- Intra-laboratory or umpire assays,
- Assay quality monitoring,

Other than the in-laboratory duplicates, blanks and standards regimens that characterize internationally certified analytical laboratories there is little evidence of routine QA/QC protocols in the written records of exploration work. The only known field QA/QC procedure noted by MPH is the insertion of blank and standard material samples into drill core sample shipments to Accurassay Laboratories during the 2011 Chester Property drilling program. Scanning through drill logs and analytical certificates MPH has located three 'blank' analyses and 16 analyses of a standard identified as AuQ1(B): 1330 +/- 114.756 ppb (Figure 13-1).

Two of the three blank samples returned gold analyses below the 0.005 g/t detection limit while the third contained 0.008 ppb Au. Although this is not a major concern there could be some cross contamination of samples either in the field or at the laboratory. The standard analyses are mostly within the defined plus/minus range with two analyses on the border-line high side. Again this is not a significant issue, but both situations indicate the need for more rigorous QA/QC protocols.

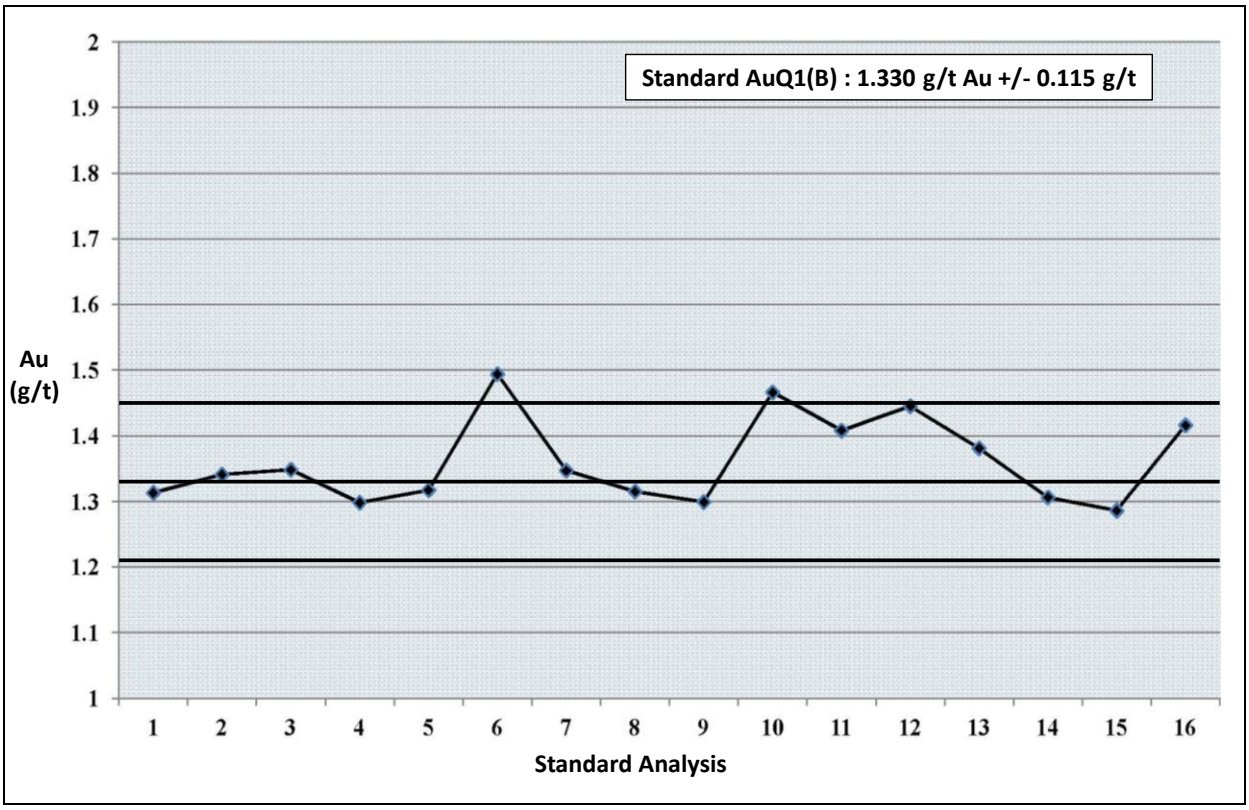


Figure 13-1: External Standard Sample Analyses, 2011 Chester Drilling Program

It would be advisable, in MPH's opinion, to follow procedures to ensure that potential problems with future assay quality are identified and rectified promptly. GoldON should initiate a regimen for submitting its own blanks, standard samples and field duplicates with each batch of samples sent to the laboratory. This would be in addition to the principal laboratory duplicates, blanks and internal standards. Inter-laboratory analyses or umpire checks should be done on pulp residues by outside independent laboratories on a regular basis.

In addition it is suggested that GoldON should formulate a set procedure for all sampling activities to ensure compliance with exploration best practices.

14.0 ADJACENT PROPERTIES

Prospecting and exploration activity in the vicinity of the GoldON Swayze Belt Properties began in the early 20th century and has continued sporadically to the present time. The first known discovery was the Lawrence copper prospect on the east shore of Mesomikenda Lake, Chester Township in 1910. The first auriferous prospect of note was the Chester Shannon Au-Ag-Cu prospect discovered in 1927 approximately 2 kilometres southwest of the Company's Chester Property. During the latter part of the 1920's through to the early 1940's exploration activity was significant and included prospecting, trenching and diamond drilling plus the sinking of shallow shafts (Kingsbridge[Gomak], Shannon Island, Strathmore, Young Shannon). From the early 1970s to about 1990, there was a great deal of surface work and drilling performed along with some limited underground investigations. With the consolidation of control of a group of properties by Trelawney Mining and Exploration Inc. in 2006 further exploration work led to the discovery of the Côté Lake deposit.

In addition the past producer Jerome Gold Mine is located some 12 kilometres to the west and along strike from the Neville-Potier Property.

Mineralization associated with the other gold deposits described here conceivably could be found on the GoldON Swayze Belt Properties. MPH has not independently verified the information from these adjacent properties and notes that the following information is not necessarily indicative of similar mineralization on the GoldON Properties.

14.1. IAMGOLD Côté Lake deposit.

The following summary is quoted from IAMGOLD's website www.iamgold.com . The Côté Lake deposit is currently at the pre-feasibility study stage of development.

"The Côté Gold Project deposit consists of low to moderate grade gold +/- copper mineralization which is associated with brecciated intermediate to felsic, and locally mafic intrusive rocks. The nature of the alteration and mineralization suggests a porphyry-style deposit. Regionally, two different types of gold mineralization are recognized. The historically important mineralization can be termed quartz vein and fracture associated, while the more recent discovery of the Côté Lake deposit represents a large gold mineralized system associated with altered and brecciated intrusive rocks interpreted as an Archean gold porphyry deposit. The extent and limits of the mineralized volume hosting the Côté Lake deposit are not yet defined but currently it has an east-northeast extent of at least 1200 m, a width of 100 m to 300 m, and a depth extent of more than 500 m. The mineralized zone remains open along strike and at depth. Drilling supports an emerging understanding of the geology where a core breccia mass within diorite is surrounded by granodiorite. A gold-mineralizing hydrothermal system has overprinted the volume of magmatically brecciated rock and developed as yet poorly defined zones of propylitic and potassic alteration."

"MINERAL RESOURCES
An updated Mineral Resource estimate was disclosed on October 4, 2012 incorporating assay results from an additional 79 holes (44,856m) since the February 24, 2012 estimate announced

by Trelawney Mining & Exploration Inc. The mineral resource estimate has been carried out by Roscoe Postle Associates Inc. ("RPA") and reported in accordance with National Instrument 43-101 requirements and CIM Estimation Best Practice Guidelines."

"The estimate reports an Indicated Mineral Resource of 131 million tonnes averaging 0.84 g/t for contained gold of 3.56 million ounces and an Inferred Mineral Resource of 165 million tonnes averaging 0.88 g/t for 4.66 million ounces of contained gold. Table 1 presents the Mineral Resource at the 0.3 g/t Au cut-off grade and at several additional cut-off grades for comparison purposes. The current Mineral Resource represents a 274% increase in Indicated Resources from the previous estimate as reported by Trelawney, also based on a cut-off grade of 0.3 g/t Au."

"A preliminary open pit optimization algorithm was run on the estimated grade block model to constrain the resource and to support the CIM requirement that Mineral Resources have reasonable prospects for economic extraction. The resource estimate assumes a long term gold price of US$1600/ounce. All production costs and technical parameters assumed for the new estimate are more conservative than parameters used for the prior resource estimate. Only mineralization contained within the preliminary pit shell has been included in the resource estimate."

CÔTÉ GOLD PROJECT MINERAL RESOURCE ESTIMATE (October 4, 2012)

Classification	*Cut-off Grade (g/t Au)*	*Tonnes (Millions)*	*Grade (g/t Au)*	*Contained Ounces (Moz)*
Indicated	*0.25*	*136*	*0.82*	*3.61*
Indicated	*0.3*	*131*	*0.84*	*3.56*
Indicated	*0.4*	*116*	*0.91*	*3.39*
Indicated	*0.5*	*97*	*1.00*	*3.12*
Inferred	*0.25*	*172*	*0.85*	*4.73*
Inferred	*0.3*	*165*	*0.88*	*4.66*
Inferred	*0.4*	*144*	*0.96*	*4.43*
Inferred	*0.5*	*122*	*1.05*	*4.12*

14.2. Jerome Gold Mine

The following general synopsis of mining and exploration activities is quoted from Ontario Ministry of Northern Development and Mines summary of information on the Jerome Mine (MDI file # 41O09SE005).

Chronological Sequence of Activities

"1938: Vein Zone discovered by B. Jerome; property evaluated by Erie Canadian Mines, channel sampling. 1939 - Jerome Gold Mines formed - 29 ddh (2401 m), shaft to 158 m, lateral development on 3 levels, underground ddh 63 ddh (1045 m). 1940-additional lateral development on all levels (2848 ft), 407 UG ddh (3677m). 1941 - shaft deepened to 255m, 2 additional levels established, 1427m development work, surface and UG ddh. 1944 underground development resumed, shaft to 347m, new level at 335m, 7 suface ddh (455m), 143 UG ddh (3170m). 1945: underground development (930m), surface ddh 20 ddh (2406m), 171 UG ddh (3091m). 1967 - sold to Brown Forest Products. 1973-E. B. Eddy Forest Products acquires property, 17 ddh (2565m). 1979-optioned to G. F. Ross. 1980-option transferred to Bridgeview Resources - mine dewatering to 60m, ground geophysics (mag, VLF,IP),trenching,stripping, 9 ddh (826m). 1983 - Osway Exploration optioned property: 24 ddh (3393m). 1987- underground exploration resumed, dewatering to 500';surface exploration was geophysical surveys and ddh. 1989 - option allowed to lapse and mine reflooded. 2003-04: Osprey Gold Corp. - property acquired; diamind drilling."

Geological Setting

"The mineralization is located on the south contact of the 'Jerome porphyry' and epiclastic Timiskaming Type sediments. Due to alteration the contact between the intrusive and sedimentary rocks is gradational. The Timiskaming-type sediments consist of arenites and matrix-supported conglomerates. Strong carbonate alteration is present in the sedimentary rocks as a replacement of the matrix and forms a stockwork of thin veins. Replacement silicification is presnet in the mineralized zones. Disseminated and discontinuous trails of coarse-grained aggregates of biotite occur along with specular hematite. Coarse quartz veins with local tourmaline needles or braided bands of fine-grained massive torumaline and rare fuchsite grains."

"The contact between the porphyry and sediments is sheared and the mineralization is occurs within the shearing at the tip of the lenticular porphyry intrusion. The main shearing cuts across minor irregularities in the sediment porphyry contact. In turn the shear zone is locally off set by late faults. Brecciation is common within the main shear zone and reported fragments of 'Dark Blue Aphanitic Hard Material' may also represent breccia fragments derived from the blue quartz veins. The overall plunge of the alteration and quart veining is at a very shallow angle to the east (10 deg). However the gold mineralization within the quartz veining tends to form chutes or ribs that plunge steeply to west. The shallow easterly plunge is parallel to a number of sills - dykes that splay off the main porphyry intrusion."

Historical Production Figures (Source MNDM)

Year	***Tonnes milled***	***Au***			***Ag***		
		g	***oz***	***g/t***	***g***	***oz***	***g/t***
1941	*53,636*	*272,365*	*8,756.7*	*5.08*	*75,882*	*2440*	*1.41*
1942	*152,348*	*916,936*	*29,480.2*	*6.02*	*240,861*	*7744*	*1.58*
1943	*96,928*	*579,759*	*18,639.7*	*5.98*	*153,026*	*4920*	*1.58*
*1956**	*0*	*435*	*14.0*		*280*	*9*	
Total	***302,912***	***1,769,495***	***56,890.5***	***5.84***	***470,049***	***15,112***	***1.55***

* Mill clean-up

Historical Resource Estimates (Source MNDM; non-NI 43-101 compliant)

Several historical resource estimates are contained in MDI file # 41O09SE005. Three are presented here for general information purposes, including the earliest and latest recorded estimates, along with the reported figures at the time of mine closure.

Year	Tonnes	Au g/t	Source
1941	561,497	5.9	Mine managers report ODM
1944	267,900	6.82	Mine managers report ODM
1989	561,497	6.86	Unpublished company report

15.0 MINERAL PROCESSING AND METALLURGICAL TESTING

No mineral processing studies or metallurgical testwork have been carried out on material from the current GoldON Properties.

16.0 MINERAL RESOURCE AND MINERAL RESERVE ESTIMATES

To the knowledge of MPH Consulting Limited no NI 43-101 compliant mineral resource or mineral reserve estimates have been undertaken for the current properties.

17.0 ENVIRONMENTAL CONSIDERATIONS

It is always prudent to consider environmental and water resources aspects of a potential mining property at an early stage of its exploration. The type of mineral exploration work that was done on most parts of the current properties typically results in some land disturbance (for example drill access roads, grid lines, drill sites and surface trenches), but usually does not generally create significant pollution problems such as acid drainage and metal leachate. The detrimental impact of these historical mining sector activities is very limited. However, the properties are not entirely greenfields situations because they have been subjected to extensive forest harvesting over the last several decades. The basic task at this time is to define baseline parameters so that the environmental situation can be documented in its semi-natural state prior to potential major mining/processing activities.

There are good indications that some parts of the Neville-Potier Property are being considered as possible areas for mining infrastructure related to IAMGOLD's advanced stage Côté Lake Gold Project located a few kilometres to the south. As previously noted (Section 10-4) GoldON has completed a geotechnical drilling program on the Neville-Potier claims that was equity financed by Trelawney Mining and Exploration Inc., now wholly owned by IAMGOLD.

17.1. GoldON Environmental Baseline Studies

If Phase 1 exploration is successful in demonstrating mineral potential on the Swayze Belt Properties GoldON plans to conduct a preliminary environmental baseline examination as part of Phase 2 exploration and as a precursor to more detailed work as the potential mining project moves forward. The first stage of this work is envisioned to be a general baseline study for the purpose of identifying flora and fauna species with a designated *at risk* status.

17.2. IAMGOLD Geotechnical Study

Knight Piésold Ltd. (Knight Piésold) was retained to conducted preliminary geotechnical investigations to characterize foundation conditions and to install hydrogeological monitoring wells related to the proposed Côté Lake Gold project infrastructure. A number of these holes were completed within GoldON's Neville-Potier claim block.

A geotechnical site investigation was completed at the Neville-Potier Project in the winter of 2012. The site investigation was carried out to evaluate general soil and bedrock conditions. Hydrogeological drill holes were also completed to install monitoring wells.

A total of twenty four (24) drillholes were completed, including installation of twelve (12) monitoring wells at ten (10) locations. General findings indicate exposed bedrock and overburden ranging in depth from 0 to 17.91 m were encountered on the site. Overburden generally consists of surficial organics (peat) overlying a sand and/or silt layer and a till layer, respectively. Bedrock underlying the overburden soil ranged in quality from very poor to very good. Various rock types such as granite, diorite and diabase were encountered during drilling.

18.0 INTERPRETATION AND CONCLUSIONS

MPH is of the opinion that the GoldON Swayze Properties represent very good exploration prospects in an established formerly producing gold district.

There have been significant advances in geophysical surveying since the 1980's when the bulk of the historical exploration work was done on the Properties. This is particularly relevant with respect to interpretation of high-resolution magnetic surveys for structural/stratigraphic mapping, and to detection and delineation of deeper resistivity and chargeability targets by Induced Polarization/Resistivity surveying.

Although the Swayze Belt has seen exploration activities throughout much of the 20th century and in more recent years, the overall level and sophistication of work is significantly less here than along the more famous and productive paleotectonic settings along the Porcupine–Destor and Larder Lake-Cadillac Breaks. It is rare to encounter a section along the Larder Lake-Cadillac Break without extensive multidisciplinary exploration and drilling campaigns. Even areas with hundreds of meters of Proterozic cover sediments have been drilled. Geological studies have now clearly established that both major Breaks extend into the Swayze Belt and that the Ridout Deformation Zone is the extension of the Larder Lake-Cadillac Break. GoldON's Neville-Potier Property covers an approximately fifteen kilometre swath along the Ridout Break and that section has a grand total of four drill holes.

The general paleotectonic setting of the southern Abitibi belt is highly conducive to the emplacement of a variety of mineral deposit types including:

4. Low-sulphide auriferous quartz veins: The Porcupine-Destor Break and the Larder Lake-Cadillac Breaks and their equivalents (Ridout) and offshoots are narrow high strain zones characterized by widespread alteration features of various types, widespread intrusion of felsic epizonal dykes and stocks as well as mafic dykes and stocks, and the emplacement of quartz veins that are often auriferous. All of the major gold producing areas of the southern Abitibi are within several kilometres of these structural breaks.
5. Massive sulphides: Calc-alkaline volcanic arc assemblages host Cu-Zn+/-Au+/-Ag massive sulphide deposits that include the Noranda District cluster of deposits in Quebec and the giant Kidd Creek Mine near Timmins, Ontario.
6. Magmatic Ni-Cu deposits: Orebodies associated with ultramafic sills and/or komatiites have also seen production in the region.

The GoldON Properties have all been previously explored to varying degrees. However, upon examination of program details, most programs have serious shortfalls in terms of logical and systematic approach to target definition. A few examples are presented to illustrate this conclusion:

3. 2010-2011 Mollie River Drilling Program: The report on this program (Fedikow, 2011) states rather pointedly; *"The First Lithium Mollie River drill program was designed to test magnetic and induced polarization anomalies. No other survey data was integrated with these data to target diamond drill holes."* In this case there is a detailed geological map available from the MNDM open file assessment reports covering the area in question

(Alexander and Novak, 1988). An examination of the 1988 map shows widespread outcrops of gabbro with minor disseminated pyrite, pyrrhotite and chalcopyrite. The drilling program encountered gabbro with minor disseminated pyrite, pyrrhotite and chalcopyrite.

4. Chester Drilling Program: The work program completed on the Chester Property is almost the reverse of a systematic exploration approach. A standard approach would be something like prospecting, geological mapping, +/- geochemistry, magnetic and VLF-EM surveys, followed by IP/resistivity surveys and then drilling. The actual situation started with magnetic and VLF-EM surveying followed by drilling, then IP/resistivity surveying. There is still no detailed geological map of the Property.

It is concluded that the logical systematic approach to exploration is the best approach going forward. Based on current information most of the under explored mineral potential, particularly for gold, is expected to lie inside or near the greenstone belt portion of the large Neville-Potier Property. The Chester and Mollie River Properties need to be more thoroughly reviewed on the basis of existing data before committing to major expenditures such as sophisticated geophysical surveys or substantial drilling programs. .

Neville-Potier Property

Basic information on the Neville-Potier Property includes regional geological mapping by the OGS and a high quality 1:20,000 scale airborne magnetic, electromagnetic and radiometric survey flown in 2009 that covers most, but not all, of the prospective stratigraphy. This provides an excellent start, but given the very large area involved, it is a major undertaking to complete systematic geological, alteration, structural and geochemical investigations to identify areas for detailed geophysical surveys and eventually drilling. The time frame for systematic multidisciplinary exploration is expanded further due to the need for some operations in certain areas, such as drilling/geophysics on lakes and wetlands to be undertaken in winter, or for mapping/prospecting, etc. to be done during snow free conditions.

As part of the current report MPH (Jeremy Brett, Senior Geophysical Consultant) compiled the public domain airborne geophysics available for the general area of the GoldON claim blocks. Subsequently the author reviewed his findings and provided geological input to the overall task of choosing a suitable test area for sophisticated IP/resistivity on the Neville-Potier block. While there are quite a few parts of the Neville-Potier block that show good promise in terms of geology and structure, one area definitely stands out above the rest and that is shown on the attached maps.

The feature of particular significance is a major magnetic low area that includes the historical Chester gold operations and the Cote Lake deposit (both on adjacent mineral properties not owned by GoldON) and extends north into GoldON's Neville-Potier claims (see Figure 18-1). This feature effectively crosses the geological grain from the Chester pluton in the south, through the volcanic units of the Swayze Belt and into the granitoid domain to the north. This could be indicative of a major alteration system. Theoretically magnetite in various lithological units is altered to non-magnetic Fe minerals such as hematite, pyrite etc. The gold mining areas of the Abitibi belt are characterized by complex structure and widespread alteration. It is interesting that one of the IAMGOLD geotechnical holes (DH12-TMF-11) into this feature found hematite alteration and anomalous gold.

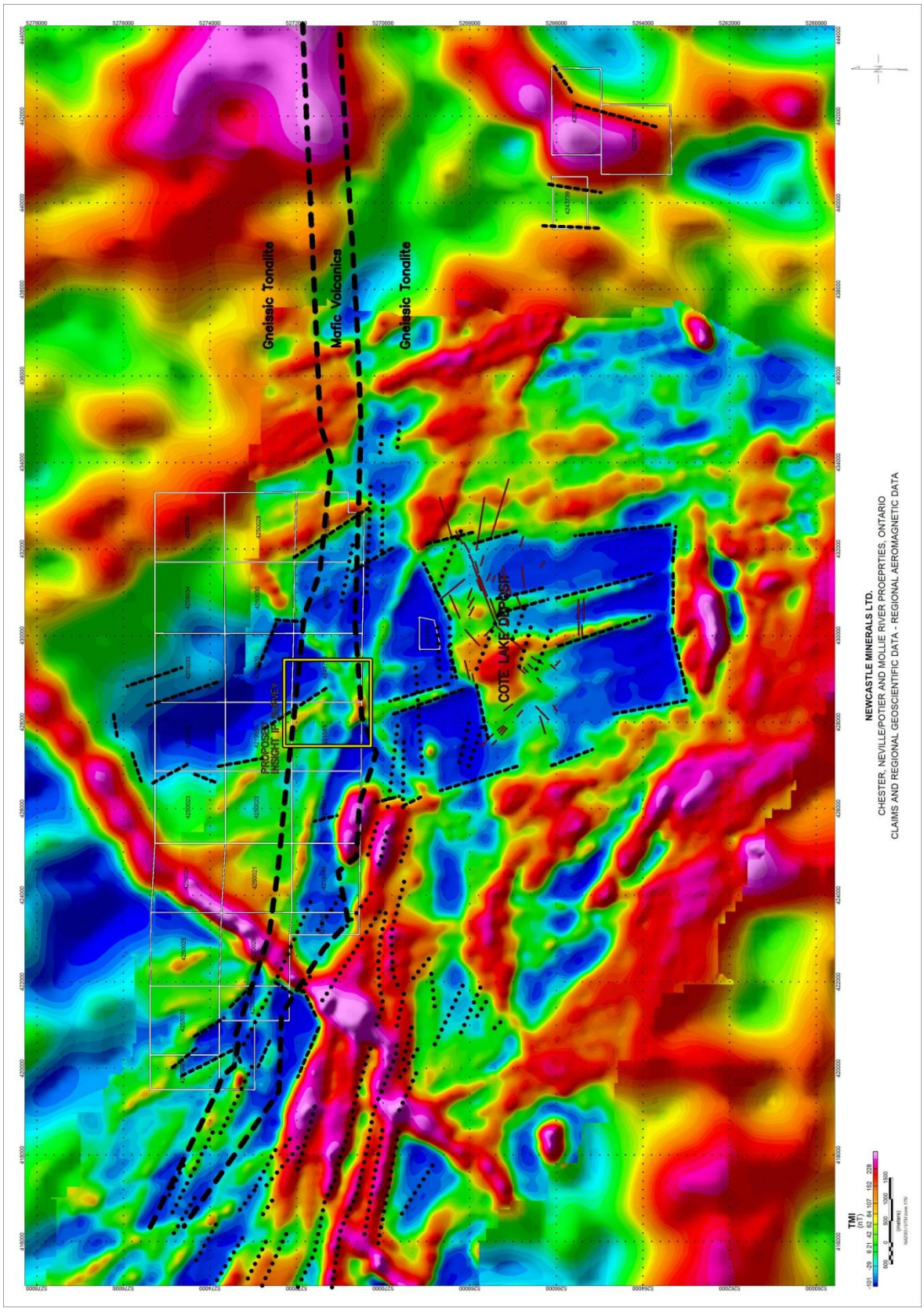


Figure 18-2: Compiled regional magnetic data (total magnetic intensity)

Chester Property

The Chester Property covers a modest ~48 hectares with approximately a third of the surface area covered by water. Detailed ground magnetics, drilling and IP/resistivity (in that order) is completed on the property. Detailed geological, alteration/structural mapping might provide some further exploration ideas when evaluated in the context of the existing data.

Mollie River Properties

As noted above there appears to be a good property scale geological map for the Mollie River East property that was not utilized for developing the 2010-11 drilling targets. This map could be field checked to determine its accuracy and if warranted included in a review of the general mineral potential

MPH concludes that an early-stage exploration program to define the mineral potential of the GoldON Swayze Belt Properties is fully warranted and justified.

19.0 RECOMMENDATIONS

MPH's recommendations for ongoing work on the Swayze Belt Properties encompass three main exploration/development objectives:

- Implementation of a systematic multidisciplinary approach to exploration of the three properties. The main opportunity for this type of exercise lies in the Neville-Potier Property where there is a very large tract of prospective mineral rights that needs to be reduced to discreet high quality target areas. These potential target areas in turn need to be further distilled to conceptually sound testing sites for drilling/trenching activities that may lead to discovery.
- The remaining two Properties, Chester and Mollie River have the general early stage components of systematic exploration completed for the most part, along with target development geophysical work and drilling. The basic problem here is that the steps are not always in the logical order. For these properties it needs to be determined if a re-evaluation of the early stage data might lead to further basic work or result in better choices for drill targets.
- The third general recommendation is to evaluate the potential of relatively new exploration techniques such as deep penetrating IP/Resistivity surveys, MMI geochemistry, etc. that have not been tried on the current Properties. Orientation-type tests, possibly with limited drilling, would be required before embarking on production-scale surveys.

The initial steps to advancing the Neville-Potier Property include:

- the commencement of systematic lithological and alteration mapping,
- IP/resistivity test surveying, and
- Geochemical orientation studies.

The geological mapping needs to systematically build upon the excellent regional work of the Ontario Geological Survey ("OGS") and the Geological Survey of Canada ("GSC"). The details of lithological units, alteration features, structural phenomena, and mineralization characteristics all need to be thoroughly recorded. The Ridout Deformation Zone needs to be thoroughly mapped and compared to the other deep-seated structures in the southern Abitibi Belt, the Destor-Porcupine and Larder Lake-Cadillac Breaks. Importantly, the more significant structures in terms of economic potential are splays or secondary breaks off the major deformation zones. Finally, it is highly significant that tonalite gneisses and possibly other non-greenstone belt lithologies north of the Ridout DZ are locally auriferous when conventional wisdoms dictates the contrary.

The following figures illustrate the starting point from which the systematic exploration should evolve. Figure 19-1 shows the geology in very general terms as mafic volcanic/intrusive rocks with a few patches of sediments and tonalite gneiss. The magnetics shown in Figure 19-2 indicates a less simplistic picture. Both show the general starting area for multidisciplinary exploration (yellow outline). Note that actual surveys will be constrained by the property boundaries.

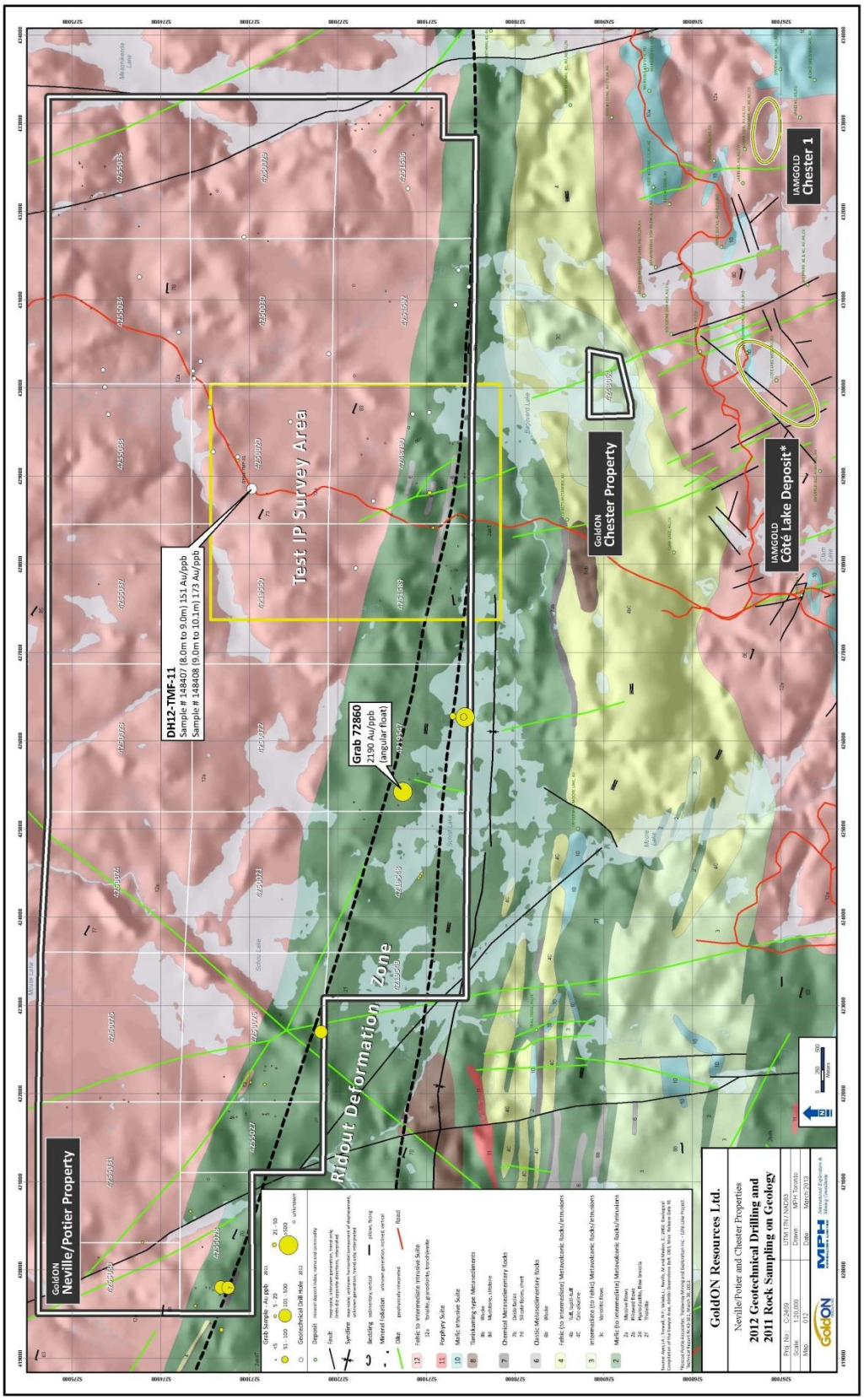


Figure 19-1: Initial test area on geological background.

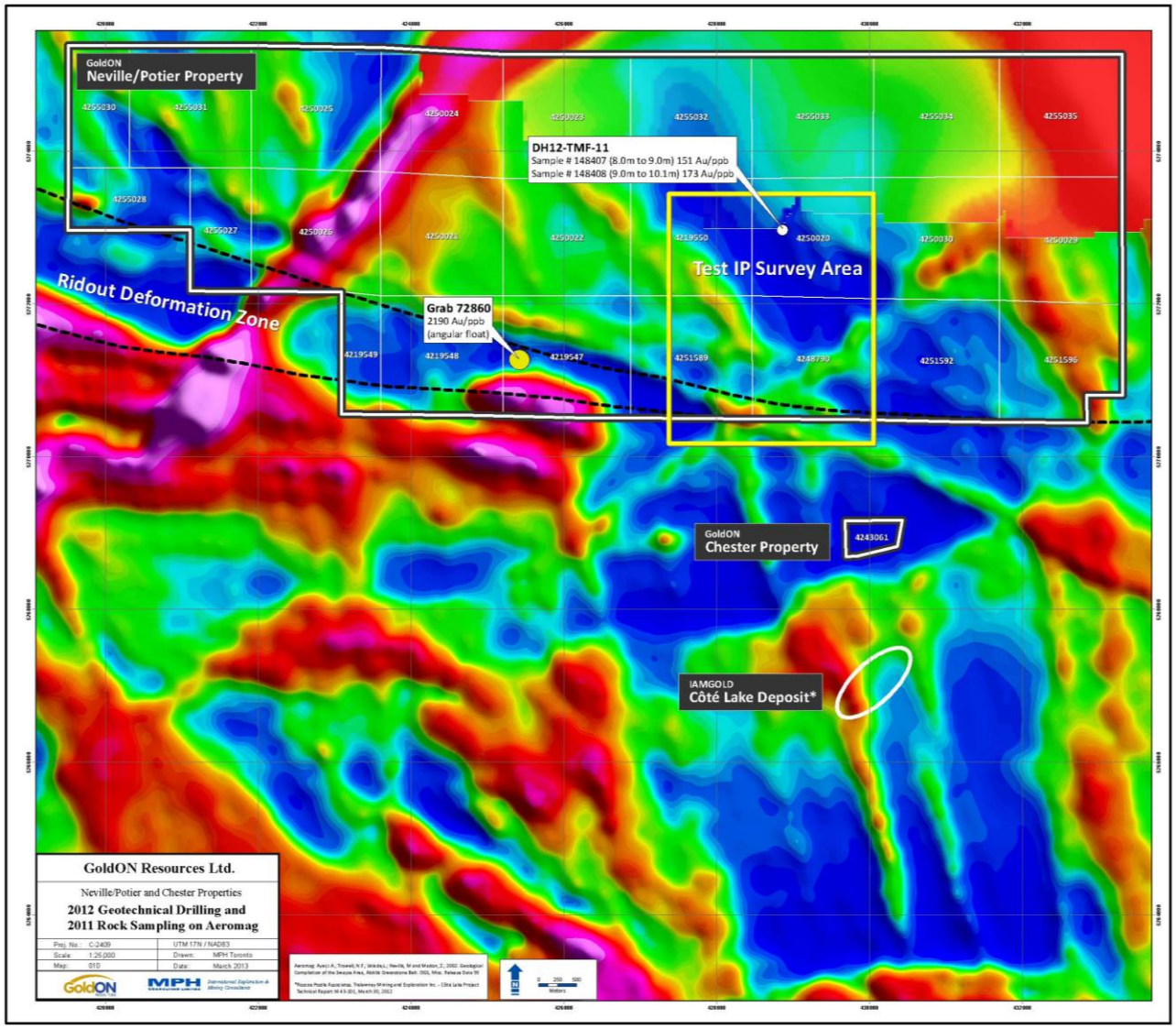


Figure 19-2: Initial test area on magnetic background.

The main budget items connected with this project are expenditures for the following:

- Assemble administrative and technical staff and consultants/contractors to manage and implement the program.
- Review and evaluate historic mining and exploration files and data sets and compile in digital format according to set priorities.
- Obtain or renew various permits required to conduct exploration/development activities.
- Complete geological, geochemical and geophysical exploration, program.
- Complete 1,000 metres of follow-up NQ drilling to test exploration or orientation survey targets.

A budget of approximately C$ 1.5 million is required to complete the early stage exploration work on the Swayze Belt Properties. This is a preliminary estimate. Thorough program planning and cost estimations that will require tendered quotations from various contractors will need to be obtained before a final cost estimate can be made. The table below provides a preliminary summary of the total work program budget over a one year period. In the opinion of MPH Consulting Limited this work is fully warranted and justified. Additional expenditures may be required to continue work on the Swayze Belt Properties after the initial program is completed. Additional debt and/or equity funding would be required for this.

Table 19-1: GoldON Swayze Properties Preliminary Budget Proposal (C$)

		DETAILS	SUMMARY
Staffing			**$ 395,000**
	Supervision & Consulting (includes site visit)	$ 80,000	
	Senior Geologist (Office & field work)(120 days @ $1000)	$ 120,000	
	Field Geologist (geological mapping) (120 days @ $750)	$ 90,000	
	Field Technician (2x100 days @ $400)	$ 80,000	
	Geophysicist (includes site visit)	$ 10,000	
	Casual Labour	$ 5,000	
	Data Processing/CAD	$ 10,000	
Support Costs			**$ 135,000**
	Food & Accom.	$ 50,000	
	Field Supplies & Equip.	$ 25,000	
	Map/Drawing Charges	$ 10,000	
	Travel	$ 15,000	
	Communications	$ 5,000	
	Equipment rental (rock saw, ATV, etc.)	$ 10,000	
	Vehicle Rental (4x4 pick-up, casual car-truck rentals)	$ 10,000	
	Fuel & Maintenance	$ 10,000	
Grids			**$ 54,000**
	Linecutting/re-establish old grids (100km @ $525/km)	$ 52,500	
	Mob/demob	$ 1,500	
Geochemistry			**$ 125,000**
	MMI Orientation Survey	$ 120,000	
	Mob/demob	$ 5,000	
Geophysics			**$ 310,000**
	Gradient IP/Resistivity orientation survey	$ 250,000	
	Magnetics	$ 50,000	
	Mob/demob	$ 10,000	
Drilling			**$ 200,000**
	Mob/Demob (1000m NQ @ $150/m)	$ 150,000	

	Drilling	$ 50,000	
Analyses			**$ 45,000**
	Assays/analyses	$ 35,000	
	QA/QC	$ 10,000	
Report Costs			**$ 100,000**
	Project Report	$ 100,000	
	Sub-Total		**$ 1,364,000**
	Management (10%)		**136,400**
	GRAND TOTAL FOR BUDGET PURPOSES		**$ 1,500,400**
	Add HST @13% (May be wholly or partially refundable to OpCo)		**$ 195,052**
	GRAND TOTAL INCLUDING HST		**$ 1,695,452**

20.0 REFERENCES

Alexander, M. and Novak, N. 1988: Geological Report on Blue Falcon Mines and Robert Leliever Property Holdings in central Benneweiss Township (Assessment Report 41P12SE0527).

Ayer, J. A., Trowell, N. F., Amelin, Y., and Corfu, F., 1999: Geological Compilation of the Abitibi Greenstone Belt in Ontario: Toward a revised Stratigraphy Based on Compilation and New Geochronology Results; in Summary of Field Work and Other Activities 1998: OGS MP169, pp. 14-24.

Ayer, J. A., and Trowell, N. F., 2002: Geological Compilation of the Swayze area, Abitibi Greenstone Belt; OGS preliminary Map P 3511, scale 1:100,000.

Ayer, J. A., Amelin, Y., Kamo, S. L., Ketchum, J. W. F., Kwok, K., and Trowell, N., 2002: Evolution of the southern Abitibi greenstone belt based on U-Pb chronology: autochthonous volcanic construction followed by plutonism, regional deformation and sedimentation; Precambrian Research, v. 115, pp. 63-95.

Ayer, J. A., Thurston, P.C., Bateman, R., Dube, B., Gibson, H.L., Hamilton, M.A., Hathway, B., Hocker, S. M., Houle, M. G., Hudak, G., Ispolatov, V. O., Lafrance, B., Lesher, C. M., MacDonald, P. J., Peloquin, A. S., Piercy, S. J., Reed, L. E., and Thompson, P.H., 2005: Overview of results from the Greenstone Architecture Project: Discover Abitibi Initiative: OGS, Open File 6154, 146 p.

Barnett, G. 1988: Magnetic survey of Benneweiss Township, A.C.A. Howe International Limited for Actuate Resources Limited (Assessment File 41P12SE0526).

Brereton, W.E. 1991: Report on the Opeepeesway Lake Gold-Base Metal Property, Huffman Township, Porcupine Mining Division, Ontario: Assessment Report dated October, 1991, 39 p. plus appendices (AFRI # 41O09SE0001).

Card, K.D., and Ciesielski, A., 1986, "Subdivisions of the Superior Province of the Canadian Shield": Geoscience Canada 13, p.5-13.

Clark Exploration Consulting Inc., 2012: Chester Property Field Work Summary. Unpublished company report.

Durham, B., and Duess, R., 1996: Technical Report on the Bagsverd Lake Property, Chester and Yeo Townships. (Assessment File 41P12SW0016

Fedikow, M., 2011: First Lithium Resources Inc., Benneweiss Property 2010 Exploration Program, Benneweiss Township, Ontario NTS 41P/12SE. Unpublished company report.

Furse, G.D., 1932: Geology of the Swayze area; Ontario Department of Mines, Annual Report, 1932, v.41, pt.3, pp. 35-53.

Gordon, J.B., Lovell, H.L., de Grijs, J., and Davie, R.F., 1979: Gold Deposits of Ontario, Part II: Districts of Muskoka, Nipissing, Parry Sound, Sudbury, Timiskaming, and counties of southern Ontario, Ontario Department of Mines, Mineral Resources Circular No. 13.

Heather, K. B., Shore, G. T., and van Breemen, O., 1996: Geological investigations in the Swayze greenstone belt, southern Superior Province, Ontario: a final field update; in Current Research 1996-C; GSC, pp. 126-136.

Heather, K. B., 1998: New insights on the stratigraphy and structural geology of the southwestern Abitibi greenstone belt: Implications for the tectonic evolution and setting of mineral deposits in the Superior Province: in The first age of giant ore formation: stratigraphy, tectonics and mineralization in the Late Archean and Early Proterozoic; Papers presented at the PDAC, pp. 63-101.

Heather, K. B., 2001: The geological evolution of the Archean Swayze Greenstone Belt, Superior Province, Canada; Ph. D. Thesis, Keele University, Keele, England, 370 p.

Hill, Goettler & DeLaporte Ltd., 1983: Study of the Ore Resources Remaining at the Jerome Mine.

Hoy, D., 1985: Summary Report of Diamond Drilling on the Potier Township Property, Porcupine Mining Division, Ontario for Hargor Resources Inc. (Assessment File 41O09SE0042).

Johnston, M., 2010: Report of Magnetic and Electromagnetic Surveys On the Bagsverd Lake Property, Chester Township, Ontario, Porcupine Mining Division Claims 4243061, For Pierre Robert. Unpublished company report.

Laird, H.C. 1932: Geology of the Three Ducks lake area; Ontario Department of Mines, Annual Report for 1932, Volume 41, Part 3, pages 1-34. Accompanied by Map 41d, 1 inch to ¾ mile.

Lavigne, J., and Roscoe, W. E., 2012: Technical Report on the Côté Gold Project, Chester Township, Ontario, Canada, prepared by Roscoe Postle Associates Inc. for IAMGOLD Corporation, October, 2012.

McMahon, F and Cervantes, M., 2011. Fraser Institute Annual Survey of Mining Companies 2011/2012

Miscellaneous Assessment Reports (Historical): Ontario Ministry of Northern Development and Mines ("MNDM") database http://www.geologyontario.mndmf.gov.on.ca/SearchAFRI/.

Knight Piésold Ltd., 2012: 2012 Winter Site Investigation Summary, Neville-Potier Property of Newcastle Minerals. Unpublished company report.

Poulsen, K. H., Robert, F., and Dube, B., 2000: Geological classification of Canadian gold deposits; geological Survey of Canada, Bulletin 540, 106 p.

Roscoe, W. E., and Cook, R. B., 2012: Technical Report on the Côté Lake Resource Update, Chester Property, Ontario, Canada, prepared by Roscoe Postle Associates Inc. for Trelawney Mining & Exploration Inc., March 30, 2012.

Siemieniuk, S., 2011: Report of 2011 Induced Polarization Survey On the Chester (formerly Bagsverd Lake) Property Chester Township, Ontario, Porcupine Mining Division Claim 4243061. Unpublished company report.

Siemieniuk, S., 2012: 2012 Winter Site Investigation and Hydrogeological Drilling On Newcastle Minerals Ltd's. Neville-Potier Property, Porcupine Mining Division, Neville and Potier Townships; NTS 41 O/09 and 41 P/12. Unpublished company report.

Siragusa, G.M., 1982: Precambrian geology of the Pensyl lake area, Sudbury District; Ontario Geological Survey Map P.2534, Geological Series-Preliminary map, Scale 1:15840 or 1 inch to ¼ mile.

Siragusa, G. M., 1993: Precambrian Geology, parts of Chester, Neville, Potier and Yeo Townships; Ontario Geological Survey, Open File Report 5844.

Terraquest Ltd. 1985: Report on airborne magnetic and VLF-EM surveys, Swayze Syncline area, Porcupine Mining Division, Ontario for Blue Falcon Mines Ltd. (Assessment File 41P12SE0525).

Three Ducks Lake Syndicate, 1958: Diamond drill logs, Potier Township. (Assessment File 41O09SE9018).

Von Breemen, O., Heather, K.B., and Ayer, J.A., 2006: U-Pb geochronology of the Neoarchean Swayze sector of the southern Abitibi greenstone belt; GSC Current Research 2006-F1, 32 p.

Westin, B.A. 1988: Geological report on the Benneweiss property; A.C.A. Howe International Limited for Actuate Resources Limited (Assessment File 41P12SE0525).

Winter, L.D.S., Geophysical Survey Report on the Bagsverd Lake Property, by Dan Patrie Exploration Limited for Newcastle Minerals Ltd. Unpublished company report.

21.0 CERTIFICATE OF QUALIFICATION

HOWARD COATES, M. Sc., P.GEO.
3366 Palgrave Road,
Mississauga, Ontario, L5B 2H1

I, Howard J. Coates, P.Geo., do hereby certify that:

1. I am a consulting geologist with an office at 501–133 Richmond Street West, Toronto, Ontario, Canada.

2. I am a graduate of Memorial University of Newfoundland in St. John's, Newfoundland and hold a degree of Master of Science in Geology.

3. I am a member in good standing of Professional Engineers and Geoscientists, Newfoundland and Labrador ("PEG-NL"), as a Professional Geoscientist, Membership No. 03766 and a member in good standing of the Association of Professional Geoscientists of Ontario ("APGO") as a Professional Geoscientist, Membership No. 1838.

4. I have worked as a geologist for a total of 42 years since graduation from university. My qualifications are briefly summarized as follows: Until recently Vice President of **MPH Consulting Limited**, I worked for major international mining companies, **Falconbridge Limited** and **Billiton Canada Limited** in Canada and Australia during the first 15 years of my career. Since joining MPH in 1984, I have been involved in the conceptual development and management of base metal, gold, iron ore, and diamond exploration programs in Canada and abroad for a number of clients. I have prepared or assisted with many independent technical and valuation reports, property evaluations, prefeasibility and feasibility studies to Canadian National Instrument NI 43-101 standards on mining properties worldwide (including Argentina, Australia, Botswana, Canada, Chile, China, Columbia, Democratic Republic of Congo, Ecuador, Guyana, Indonesia, Mexico, Mongolia, Peru, Philippines, Russia, Solomon Islands, South Africa, USA, Venezuela). I have also conducted reserve/resource estimations and audits for gold, base metals, iron ore, coal, industrial mineral and tailings deposits. Additionally I have provided technical input to litigation proceedings as an expert witness in a number of exploration/mining industry cases.

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

6. I visited the Mineral Property that is the subject of this technical report on April 4, 2013.

7. I am the principal author and person responsible for all items in the technical report titled: "Technical Report on the Chester, Neville-Potier and Mollie River Properties, Porcupine

Mining Division, Ontario, Canada" (the "Technical Report"), for GoldON Resources Ltd. dated April 8, 2013.

8. I have had no prior involvement with the property that is the subject of this report.

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

10. I am independent of the issuer as defined in section 1.5 of National Instrument 43-101. I am independent of GoldON Resources Ltd., and the property that is the subject of this report.

11. I have read National Instrument 43-101 and Form 43-101F1 and the report has been prepared in compliance with that instrument, form, standards and guidelines.

12. I consent to the filing of the report with the TSX and TSX Venture stock exchanges and relevant regulatory authorities and any publication by them, including electronic publication in the public company files on their websites accessible by the public, of the report.

13. To the best of my knowledge, information, and belief, at the effective date, the technical report, contains all scientific and technical information that is required to be disclosed to make the technical report not misleading.

Effective Date: April 8, 2013
Signed Date: April 11, 2012

{SIGNED AND SEALED}
[Howard J. Coates]

_____
Howard J. Coates, M.Sc., P.Geo.