

RESSOURCES CARTIER INC.

**ANNUAL INFORMATION FORM FOR THE YEAR ENDED
DECEMBER 31, 2008**

May 12, 2009

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GLOSSARY OF TERMS

The following is a glossary of terms and abbreviations commonly used in this Annual information Form and the appendices attached thereto.

"2007 Private Placement" means the Company's private placement closed on May 31, 2007 of 8,000,000 Units at a price of \$0.50 each.

"2008 Units" means the units offered under the 2008 Private Placement at a price of \$0.22 each. Each unit consists of one (1) flow-through share and one-half warrant. Each whole warrant entitles its holder to subscribe for one (1) share of the Company at a price of \$0.35 per share until December 28, 2010.

"2008 Private Placement" means the Company's private placement closed on December 23, 2008 of 2,822,182 2008 Units at a price of \$0.22 each.

"2007 Units" means the shares offered under the 2007 Private Placement at a price of \$0.50 each. Each unit consists of one (1) share of the Company and one-half warrant. Each whole warrant entitles its holder to subscribe for one (1) share of the Company at a price of \$0.70 per share until May 31, 2009.

"Acquisition" means the acquisition of the Properties in accordance with the terms of the Agreement in principle.

"Agreement in principle" means the agreement in principle entered into on January 26, 2007, as amended on March 30, 2007, between the Company and the Vendors, setting out the terms for the acquisition of the Properties.

"Capital Pool Company" or **"CPC"** means a company for which the following conditions are met:

- a) a prospectus of Capital Pool Company was filed and approved by one or more commissions in accordance with the Policy;
- b) a final Company bulletin has not yet been issued.

"Company's Option Plan" means the incentive Company's stock options plan adopted on December 14, 2006 and as amended at the annual and special meeting of shareholders on April 11, 2007.

"Desjardins" means Desjardins Securities Inc.

"Desjardins' options" means collectively or, as appropriate, i) the Company's stock options granted to Desjardins in connection with the initial public offering of the Company allowing Desjardins to purchase 400,000 shares of the Company at a price of \$0.25 per share until December 28, 2008 and ii) the Company's stock options granted to Desjardins under the 2007 Private Placement allowing Desjardins to purchase 368,000 shares of the Company at a price of \$0.70 per share until May 31, 2009.

"Exchange" means TSX Venture Exchange Inc.

"Pacific" means Pacific International Securities Inc.

"Pacific's options" means the Company's stock options granted to Pacific under the 2007 Private Placement allowing Pacific to purchase 168,000 shares of the Company at a price of \$0.70 until May 31, 2009.

"Properties" means seven (7) mining exploration properties totaling 396 mining claims located in the greenstone belt of Abitibi, in the North-West of Quebec.

"QCA" means the Quebec *Companies Act*, as amended from time to time, and including all regulations adopted under this Act.

“Qualifying Transaction” means the acquisition by the Company on May 31, 2007 of the Properties in accordance with the terms of the Agreement in principle.

“Vendors” means collectively Jean Descarreaux, Mathieu Piché and Grayton Mining Inc., a private company incorporated under Part 1A of the QCA and wholly-owned by Philippe Cloutier.

All dollar amounts quoted in this Annual information Form refer to Canadian dollars unless otherwise specified.

CORPORATE STRUCTURE

Ressources Cartier inc. (hereinafter the “**Company**” or “**Cartier**”) was incorporated on July 17, 2006 pursuant to Part 1A of the QCA as “Investissements St-Pierre inc.”. By articles of amendment dated May 31, 2007, the Company changed its name to “Ressources Cartier inc.”

The headquarters and principal place of business are located at 851, 5th Avenue, Val-d'Or, in Quebec, J9P 1C1.

The Company has no subsidiary.

GENERAL DEVELOPMENT OF THE BUSINESS

Corporate History

2006

The Company was originally established in connection with the Exchange's Capital Pool Company program.

The Exchange's CPC program enables a newly created company that has no assets, other than cash, and has not commenced commercial operations to conduct a first IPO and obtain a listing on the Exchange. The CPC then uses these funds to identify and evaluate the assets or businesses which, when acquired, qualify the CPC for listing as a regular issuer on the Exchange.

On September 13, 2006, the Company completed the placement of 1,000,000 shares at a price of \$0.125 per share for a total gross proceeds of \$125,000.

On December 14, 2006, the Company completed its first IPO pursuant to a final prospectus dated November 10, 2006 by the issuance of 4,000,000 shares at a price of \$0.25 per share for total gross proceeds of \$1,000,000.

On December 20, 2006, the Company completed the closing of a private placement for a total of 1,200,000 shares at a price of \$0.25 per share (\$300,000) with the Fonds de solidarité des travailleurs du Québec (F.T.Q.) (\$100,000), Sidex, Société en commandite (\$100,000) and Sodemex, Société de développement des entreprises minières et d'exploration II (\$100,000).

2007

On January 26, 2007, the Company and the Vendors entered into the Agreement in principle, as modified on March 30, 2007, with respect to the Qualifying Transaction.

In connection with the Qualifying Transaction, the Company conducted the 2007 Private Placement and issued the 8,000,000 2007 Units at a price of \$0.50 per unit, for an amount of \$4,000,000. The 2007 Units have been subscribed by subscribers residing in Canada and in the United States.

The 2007 Private Placement was completed through Desjardins, as agent and leader and through Pacific as co-leader. A portion of the 2007 Private Placement was also completed by the Company without agent.

On June 4, 2007, the Company also completed the closing of its Qualifying Transaction, consisting in the acquisition of the Properties pursuant to the terms of the Agreement in principle.

The Company's shares are listed on the Exchange since December 28, 2006, initially under the trading symbol “INP.P” and then, since June 7, 2007, under the trading symbol “ECR”.

In August 2007, the Company started Phase 1 of the exploration program on the Kinojevis property. This program included 25 drillings for a long stretch of 48 kilometers in length of the extension of the Destor-Porcupine Fault. The compilation, geophysical interpretation and recent field surveys have all generated drill targets. The results of the 2,761 kilometer helicopter-borne gamma-ray spectrometric and magnetic data survey have provided a solid base for the geological interpretation. At the end of 2007, ten diamond drill holes had been completed for a total of 3,778.3 meters.

A stripping and trenching program was completed in the vicinity of the MacCormack prospect in July and August 2007. The work produced 12 exposures of varying area. Seven exposures were done in order to complete a traverse through the vein field observed near the prospect as well as around the best results from the first sampling (3.4 g/t Au). Five other exposures were completed on various targets including an induced polarization anomaly and a VLF conductor proximal to a rhyolite-gabbro contact located 300 meters north of the MacCormack prospect as well as on a new discovery of mineralized cherty tuff overlying a rhyolitic unit, also north of the gold prospect.

The compilation continued with the integration of all sampling, stripping sites and channel locations as well as the digitization of outcrops. Multi-layer compilation maps on a scale of 1 / 20 000 were produced for the entire property.

On December 5, 2007, the Company announced the nomination of Philippe Berthelot as Vice President Exploration. Philippe Berthelot graduated to this management position after having served as senior geologist with the Company since May 31, 2007. Mr. Berthelot has acquired over 20 years experience in the mineral exploration industry and specializes in gold and base metals exploration and has participated in several discoveries and economic deposit delineation and evaluation throughout his career.

2008

On February 7, 2008, the Company announced that it has signed an option agreement with Xstrata Canada Corporation – Xstrata Zinc Canada Division (“**Xstrata Zinc**”). Pursuant to this agreement, Xstrata Zinc granted Cartier the exclusive option to acquire 100% of Xstrata’s interest in five (5) blocks of map designated claims totalizing 50 units and covering approximately 2,088 hectares (the “**Xstrata Option Property**”). The Xstrata Option Property is located in the Manneville and Villemontel townships in the Abitibi, northwestern region of Québec.

In order to acquire 100% of Xstrata Zinc’s interest in the Xstrata Option Property, Cartier must incur work expenditures on the Xstrata Property totalling \$1,000,000, on or before December 31, 2010 pursuant to the following schedule:

- an aggregate amount of at least \$100,000 on or before December 31, 2008;
- an aggregate amount of at least \$400,000 on or before December 31, 2009; and
- an aggregate amount of at least \$1,000,000 on or before December 31, 2010.

These expenditures may be accelerated and accordingly, at Cartier’s sole discretion, the option may be exercised sooner.

The agreement allows Xstrata Zinc to:

- buy back a 50% undivided interest in the Xstrata Option Property or portions thereof, or, if it waives this opportunity, to retain a 2% net smelter return royalty; and
- the right to purchase or treat concentrate produced from the Xstrata Option Property.

As at December 31, 2008, the Company had carried out \$121,844 of work exploration on the Xstrata-Option Property.

In 2008, the Company incurred exploration work on each of its eight (8) properties.

The main exploration activities conducted in 2008 consisted in continuing the diamond drilling campaign which had been undertaken in 2007 and conducting fieldwork, namely sampling, trenching and a ground geophysical survey on the Kinojevis property.

Sampling took place on the four following properties held by Cartier: Kinojevis, Dollier and the newly acquired Manneville and La Pause properties. A total of 585 samples were collected and sent for analysis.

During the months of August and September, nine trenches were exposed on the Kinojevis property (TR-08-14 to 21, and TR-08-11Ext). Of these, five were excavated on the claim blocks of the Xstrata-Option Property (TR-08-14, 18, 19, 20, and 21).

The diamond drilling campaign ended in July with drill hole KI-08-37 on a claim block of the Xstrata-Option Property, along the western extension of the MacCormack gold zones. Pursuant to this drilling campaign, 25 drill holes were completed, from KI-08-15 to KI-08-37 inclusively and also drill holes KI-08-19A and KI-08-25A, for a total of 7,887.2 meters drilled. The total number of meters drilled since the start of the diamond drilling campaign in August 2007 currently stands at 13,838.0 meters.

Of these 25 new drill holes, 11 were drilled in the vicinity of the MacCormack gold prospect (KI-08-24 and 28 to 37). Drilling outlined at least two major sets of gold-bearing dykes associated with the Destor-Porcupine deformation zone and traced over more than one kilometer in strike length. The North Dyke Zone is reminiscent of dykes associated with gold mineralization at the Kerr Addison and Harker-Holloway mines.

The compilation continued with the integration of all sampling, stripping sites and channel locations as well as the digitization of outcrops. Multi-layer compilation maps on a scale of 1 / 20 000 were produced for the entire property.

The project generation programme produced two new properties for the company.

Two (2) news properties were acquired by staking:

- The Manneville is located just north of its Kinojevis property. The property covers the southeastern extension of the Macamic fault system. It consists of 131 contiguous mining claims covering a total area of 5,521.97 hectares. Several structural and lithological features similar to the setting on the Kinojevis property suggest that this area has promising, yet underexplored, gold potential.
- The La Pause property is located south of the Kinojevis property. The property consists of 44 contiguous mining claims covering a total surface area of 1,800 hectares. It is located less than one kilometer from the Mouska mine (0.8 M oz Au) and covers the trace of two major faults, namely the Parfouru and La Pause faults, in an area immediately adjacent to the Cadillac mining camp (18.8 M oz Au). Several structural and lithological features similar to the setting in nearby mining camps suggest that this area has promising, yet underexplored, gold potential.

On December 23, 2008, the Company completed a non-brokered private placement for a total of 2,822,182 2008 Units at \$0.22 per unit, thus receiving gross proceeds of \$620,880. Each 2008 Unit consists of one (1) flow-through common share and one-half common share purchase warrant. Each whole warrant entitles its holder to subscribe to one common share of the Company at a price of \$0.35 within 24 months following the date of closing of the private placement.

Significant Acquisitions

Over the past year, the Company did not make any significant acquisition for which information should be presented in accordance with National Instrument 51-102 on continuous disclosure obligations (hereinafter "NI 51-102").

DESCRIPTION OF THE BUSINESS

SUMMARY

The Company specializes in the exploration and development of mining properties. The Company focuses on gold in the greenstone belt of Abitibi in Quebec. As at December 31, 2008, the Company held a 100% interest on a portfolio of eight (8) mining exploration properties: Kinojevis, Bapst, Dieppe-Collet, Lamorandière, Lac Castagnier, Dollier, Manneville and La Pause and an option to earn a 100% interest in the Xstrata Option Property.

The “Material Property” of the Company, within the meaning of NI 51-102, is the Kinojevis property.

The objective of the Company is to make significant discoveries on its properties and increase the value of its assets. The geologists of the Company combine the use of traditional methods with advanced technologies, including geochemistry.

Risk factors

Risk Inherent to Mining Exploration

The mining exploration involves significant risks and while the discovery of an ore body may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. The Company is presently not exploiting any of its properties and its future success will depend on its capacity to generate revenues from an exploited property.

The discovery of mineral deposits depends on a number of factors, including the professional qualification of its personnel in charge of exploration. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, as well as metal prices. The majority of these factors are beyond the control of the Company. Moreover, it may take many years to commercially exploit a property. In the event that the Company wishes to commercially exploit one of its properties, no guaranty can be given to the effect that in such a case, it would succeed in obtaining the necessary expropriations, or pay for them. The Company's operations will be subject to all the hazards and risks normally encountered in the exploration and development of mineral deposits. Mining operations generally involve a high degree of risk, including unusual and unexpected geology formations.

There can be no guarantees that sufficient quantities of minerals will be discovered or that one of the Company's properties will reach the commercial production stage. If the Company discovers profitable mineralization, the Company does not have sufficient financial means to bring a producing mine into operation. Considering that the Company has no properties with proven reserves and considering the aforementioned risk factors, it is unlikely that the Company develop a profitable commercial operation in the near future.

Impact of Regulatory Matters and Market Conditions

The Company's mining activities are subject to governmental regulation. These activities can be affected at various levels by governmental regulation governing production, price control, taxes increases, expropriation from properties, labour standards and occupational health, mine safety, environmental protection and/or changes in the conditions under which the minerals can be sold. An excessive supply of certain minerals may arise from time to time due to the absence of a market for said minerals and to restrictions on exports.

Exploration and commercialization of minerals are subject to various federal, provincial and local laws and regulations relating to the protection of the environment. These laws impose high standards on the mining industry to monitor the discharge of waste water and report the results of such monitoring to regulatory authorities, to reduce or eliminate certain effects on or into land, water or air, to progressively rehabilitate mine properties, to manage hazardous wastes and materials and to reduce the risk of worker accidents. A violation of these laws may result in the imposition of substantial fines and other penalties.

Permits, Licences and Approvals

The operations of the Company require licences, permits and approvals from various governmental authorities. The Company believes it holds all necessary licences and permits to carry on the activities which it is currently conducting under applicable laws and regulations. Such licences and permits are subject to changes in regulations. There can be no guarantee that the Company will be able to obtain all necessary licences and permits that may be required to maintain its mining activities, construct mines or milling facilities and commence operations of any of its exploration properties. In addition, if the Company proceeds to production on any exploration property, it must obtain and comply with permits and licences which may contain specific conditions concerning operating procedures, water use, the discharge of various materials into or on land, air or water, waste disposal, spills, environmental studies, abandonment and restoration plans and financial assurances. There can be no assurance that the Company will be able to obtain such permits and licences or that it will be able to comply with any such conditions.

Title to Property

There is no guarantee that title to any of the Company's properties will not be challenged or impugned. Third parties may have valid claims underlying portions of the Company's interest.

Competition

The Company's activities are directed towards the search, evaluation and development of mineral deposits. There is no certainty that the expenditures to be made by the Company will result in discoveries of commercial quantities of mineral deposits. The Company will compete with other interests, many of which have greater financial resources than it will have, for the opportunity to participate in promising projects. Significant capital investment is required to achieve commercial production from successful exploration efforts.

Additional Funding

Additional funds will be required for future exploration and development. The source of future funds available to the Company is through the sale of additional equity capital or borrowing of funds. There is no assurance that such funding will be available to the Company. Furthermore, even if such financing is successfully completed, there can be no assurance that it will be obtained on terms favorable to the Company or will provide the Company with sufficient funds to meet its objectives, which may adversely affect the Company's business and financial position.

Programs planned by the Company may necessitate additional funding, which could provoke a dilution of the value of the investment of the actual shareholders of the Company. The recuperation value of mining properties indicated in the balance sheet depends on the discovery of reserves that can be profitably exploited and on the Company's capacity to obtain additional funds in order to realize these programs.

The exploration activities can therefore be interrupted at any moment if the Company is incapable of obtaining the necessary funds in order to continue any additional activities that are necessary and that are not described in the exploration programs outlined in the present Annual Information Form.

Dependence on Management

The Company is dependent on certain members of management. The loss of their services could adversely affect the Company. Investors must rely on the Company's directors and those who are unwilling to do so should refrain from investing in the Company.

Conflicts of Interest

Certain directors of the Company serve as directors of other companies involved in natural resource exploration, development and production; consequently, there exists the possibility that such directors will be in a position of conflict of interest. Any decision made by such directors involving the Company will be

made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. In addition, such directors will declare, and refrain from voting on, any matter in which such directors may have a material conflict of interest.

Commercialization

The commercialization of metals depends on a number of factors that are independent from the Company's desire to proceed with said commercialization. These factors include market fluctuations and governmental regulations concerning prices, taxes, fees, authorized production, imports and exports. The exact effect of these factors cannot be accurately evaluated.

Risk of Legal Proceedings

The Company could be held responsible for certain risks including environmental pollution or other hazards against which it cannot ensure or against which it may elect not to ensure, taking into consideration the importance of the premiums or other reasons. The payment of amounts relating to liability of the aforementioned hazards could cause the loss of the Company's assets.

Land Claims

To the best of the Company's knowledge, the properties are not currently subject to land claims from aboriginal nations. No assurance can be provided to the effect that this will not happen in the future

INFORMATION ABOUT THE KINOJÉVIS PROPERTY

Pursuant to the Agreement in principle, the Company has acquired from the Vendors a 100% interest in the Properties in consideration of the issuance of a total of 2,200,000 shares at a price of \$0.45\$ per share for gross proceeds of \$990,000.

For accounting purposes, the acquisition of the Properties required the assumption of future income taxes amounting to \$292,314 since the tax rollovers were completed by the Vendors.

The 2,200,000 shares issued to the Vendors in payment of the acquisition price of the Properties have been allocated as follows:

Grayton Mining Inc.:	850,000 common shares
Jean Descarreaux:	800,000 common shares
Mathieu Piché:	<u>550,000 common shares</u>
Total	2,200,000 common shares

The following section reproduced from a technical report issued in accordance with the requirements of National Instrument 43-101 on standards of disclosure for mineral project and related to the Kinojevis property, prepared by Alain-Jean Beauregard, geologist, OGQ, FGAC, AEMQ and Daniel Gaudreault, engineer-geologist, OJQ, AEMQ (hereinafter the "**Authors**") of Geologica Consulting Group Inc. and dated March 31, 2009 (hereinafter the "**Technical Report**"). This report is available on www.sedar.com.

Description and Location of Property

The property is located SNRC map sheets 32D/07 and 32D/08. It is situated between 674 000 mE / 5,365 500 mN and 722,000 mE / 5,374,300 mN (NAD 83, Zone 17). The property consists of 337 claims covering a total area of 14,050.50 hectares.

The 337 claims were attributed by the *ministère des Ressources naturelles et de la Faune* du Québec (the « **MRNFQ** ») for a period of two years following their date of filing or renewal.

Status of the claims was verified using GESTIM, the governments system for management of claims, available on the MRNFQ website: <http://www.mrnf.gouv.qc.ca/mines/titres/titres-gestim.jsp>. Furthermore, Cartier has awarded Gescad Inc. (a private firm from Rouyn-Noranda) for all land management issues related to its claims and obligations with the MRNFQ.

In order to renew all rights to claims, proof of assessment work varying from \$500 to \$1,200 per claim must be filed within two years of the claims attribution date.

There are no surface rights associated to the land holdings.

The Kinojevis property does not have any liens, encumbrances, royalties owing, acquisition rights or obligations or any other agreement related charges.

In order to conduct exploration work, Cartier must respect all laws relative to exploration and request all the appropriate permits from the department of forest for all drilling and trenching related activities.

Access, Climate, Local Resources, Infrastructures and Physical Geography

The Kinojevis property is located within a triangular area linking three majors towns of Northwest Quebec; Rouyn-Noranda (40 km SW of the property), Amos (10 km north of the eastern portion of the property) and Val-d'Or (43 km SE of the eastern portion of the property). These towns all have available mining, forestry and agriculture based workforces. The central and west parts of the property and easily accessed by route 395 linking Preissac to Amos from the TransCanada highway 117. A lumber road situated 1 km north of the bridge crossing the Kinojevis River, gives access to the entire western portion of the property. The main gold occurrence (MacCormack Showing) is immediately north of this lumber road approximately 17.5 km west of the paved route No. 395. The eastern portion of the property is traversed by route 111 linking Val-d'Or to Amos.

The Kinojevis River flows in an east-west direction and cuts the western half of the property. This river drains several smaller tributaries along its course. The eastern half of the property is drained by several smaller tributaries of the Harricana river that cuts the central half portion of the landholdings.

The mean altitude of the property area is 290 metres above sea level with local hills reaching 310 metres in the western portion of the property. In the western part near the northern limit there are many more hills and an abundance of outcrop. Previous diamond drilling indicates that overburden thickness varies from 25 to 88 metres in the southern and eastern parts and from surface to 35 metres in the northern and western parts of the property.

In the western sector, vegetation consists of 40% deciduous and 60% coniferous trees and the area is known for its lumber potential, whereas the central and eastern portions of the property are covered by clay bearing soils, have a paucity of outcrops and are locally host to farming activity.

Based on Environment Canada statistics, from 1971 to 2000, the region was characterized by a mean daily temperature of 12°C. The month of July has an average temperature of 17.2°C, whereas the month of January averages – 17.2°C. The extreme minimum recorded temperature was -43.9°C, whereas the highest recorded temperature was 36.1°C. There were 209 days recorded below freezing point. The average annual precipitation of water is 954 mm. The month of September receives the highest average precipitation with 101.5 mm of water. However, July is the month with the highest daily amount of precipitation with 68 mm of water. Snow precipitation ranges from October to May with the highest amounts between November and March. The average of precipitation (in mm of water) for this six month period is 54 mm.

History

General

The Geological survey of Canada conducted the first geological reconnaissance in the area at the turn of the century.

During this period, the Central Duparquet, Beattie and Donchester gold deposits were discovered. Following this, towards 1950's, the Fayolle, Aiguebelle-Goldfields, Destorbelle and Hard Rock gold occurrences were found in an area west of the property. On the property the MacCormack and LM-3-70 showings were discovered. Several other mineralized occurrences were found by drilling and prospecting in the eastern portion and proximal to the property. Most of the previous work was conducted for the search of precious and base metal mineralization.

Previous Work on the Property

Several forays were conducted by the *Ministère de la colonisation* between 1948 and 1972 in order to locate water for the farmers colonizing the fertile lands for agriculture.

The summary descriptions of previous work found below concern areas of interest and mineral occurrences mostly found on the property and of those conducted for the search of base metals and precious metals. The majority of the exploration work was conducted in the western part of the land holdings following the discovery of the MacCormack showing.

- 1911 J. Auten Bancroft completes, for the Geological Survey of Canada, a geological and economical reconnaissance of the claim held by J. C. MacCormack (current site of the main Au showing in the western part of the property) he notes pyrite, tourmaline and feldspar in white quartz veins oriented E-W within mica schists (GM-06717).
- 1923 R.C. Cooke completes, for the Geological Survey of Canada, a description of the geological features of the MacCormack showing. In 1931, Cooke reports a value of 2.74 g/t Au (GSC Paper No. 166).
- 1936 L.V. Bell mentions previous trenching and channel sampling. He describes rocks and mineralization from three separate locations. Several values are obtained: 0.17 g/t Au, 0.34 g/t Au and 1.71 g/t Au. In 1938, additional sampling of quartz veins and veinlets reveal values of 4.80 g/t Au, 4.11 g/t Au and 2.74 g/t Au (GM-06637). The author mentions that a 1 m³ « pit » was completed in lot 22 of range II of Manneville Township. The host rock is described as silicified schist with traces of gold.
- 1944 R.A. Halet for Nortyne Gold Mines reports values of 4.11 g/t Au, 0.69 g/t Au, 1.37 g/t Au and 7.89 g/t Au on carbonate altered outcrops of the MacCormack showing (Source : SOQUEM report – GM 42299). The same year, W. N. Ingham (Quebec Departement of Mines) mentions that samples from the MacCormack showing returned weak gold values (GM-06790).
- 1945 Nortyne Gold Mines Ltd. completes 19 drill holes for a total of 3,333 metres on the MacCormack showing (GM-06823). The document mentions that the carbonate altered zone was followed over 2 kilometers. However, no diamond drill logs or assay results are available.
- 1951 Nortyne Gold Mines Ltd. completes additional drilling for a total of 610 metres in order to test certain magnetic anomalies and investigate the rhyolite (GM-01094-A and GM-01094-B). These drill holes were completed on the LM-3-70 showing. Rhyolites, diabase, serpentinite, peridotite, gabbros, aplites and quartz-feldspar porphyritic intrusives were cut. Traces to greater than 5% pyrite and pyrrothite were observed in these units. The best reported intersections are 0.03% Cu over 1.52 m (N-4), 0.05% Cu over 1.8 m (N-5) and 0.15% Cu over 0.45 m (N-7).

- 1970 Groupe Minier Sullivan Ltée completes exploration programs on the Brisson and Valiquette claims. Geophysics and diamond drilling were completed over the westernmost part of the property (GM-25810 and GM-26823).
- 1973 R. Lamontagne completes EM and Mag surveys on N-S lines spaced 122 metres (400 feet). Six anomalies d'orientated E-W were outlined, five of which were located south of the river and a main anomaly on the showing north of the river (Source: SOQUEM report – GM 42299).
- 1976 M. Guthrie, previous claim holder of a portion of the west part of the property (lots 13 to 35, range I; and lots 20-25, range II of Manneville Township), cuts a grid and completes a VLF survey (contracted by G.J. Hinse (GM-31858)).
- 1980 The Ministry of Natural Resources publishes results of a geological mapping survey completed in 1977-78 by Dubé in the southern half and NE quadrant of Manneville Township. The same year, G.J. Hinse reports for Vézina and Poirier (claim holders in the western part of the current property) the similarities of the geological environment with that of the area of the Kerr Addison Mine (DPV-729 et GM-36259).
- 1982 SOQUEM acquires part of the current land holding (west and central west portion of current property) and conducts various exploration work including: a cut grid with N-S lines spaced every 100 metres, mapping and Humus sampling (1825 samples). The main showing (MacCormack) was highlighted by gold and arsenic anomalies. Several other anomalies were detected on the property (GM-38998).
- 1983 SOQUEM completes 15 overburden drill holes for a total of 850 metres. The study of bedrock samples indicates a predominance of komatiites and local syenite. Several visible gold grains were observed in the non-magnetic heavy mineral concentrate overburden samples; values range from 100 ppb greater than 5.4 g/t Au (GM-40061 and GM-41120).
- 1984 SOQUEM conducts prospecting on the property. Diamond drilling was proposed but the programme was never conducted (GM-42299).
- 1985 SOQUEM conducts an electromagnetic (MaxMin) survey and an Induced Polarization (IP) survey over the western area of the property (GM-42798 and GM-42917).
- 2002 170364 Canada Inc. acquires a group of claims by map staking in the western part of the property (lots 17-25 of range I and lots 21-25 of range II Manneville Township).
- 2004 170364 Canada Inc. conducts prospecting, sampling and a Beep-Mat survey over a small portion of the western area of the property, MacCormack showing area (GM-61595). Results from 11 grab samples taken from outcrop returned gold varying from 5 ppb to 284 ppb, and silver varying between 0.5 g/t and 19.1 g/t.
- 2005 In October 2005, 170364 Canada Inc. conducts geological reconnaissance and a Bep-Mat survey over the western part of the property south of the Kinojevis River (lots 17 to 22 of rang I du canton de Manneville). No outcrops were observed and no Beep-Mat anomalies were detected.
- 2006 Cartier acquires the Kinojevis property.
- 2007 Cartier has completed several phases of exploration work on the Kinojevis property. Thirteen (13) trenches and stripping areas with mapping and channel sampling were realized on the MacCormack showing area. Several values were obtained: 570 ppm Cu over 1,03 m on the site #7; 556 ppm Zn over 0,96 m on the site #11; 49,5 g/t Ag over 1,12 m on the site #1; 0,90 g/t Au over 0,73 m on the site #11; 0,77 g/t Au over 1,16 m on the site #2; and 0,74 g/t Au over 0,96 m on the site #11.

Line cutting followed by surface Pulse-EM (TDEM) and HEM surveys were completed in the MacCormack showing area and in range IV, Villemontel Township, on the extension of a mineralized zone intersected by diamond drill hole No. 99-02 (GM 59246). An airborne Magnetic-Radiometric survey was completed over most of the property, followed by a diamond-drilling program (BQ-size) of 5,156.34 metres distributed over 14 holes. Several silver (Ag) values and occasional gold (Au) values were revealed as follows: 24.6 g/t Ag over 0.5 metre (KI-07-03); 1.05 g/t Au over 4.6 metres (KI-07-03); 19.9 g/t Ag over 1.20 metres (KI-07-04); 4.70 g/t Au over 0.7 metre (KI-07-05); 22.2 g/t Ag, 0.31% Cu and 0.34% Zn over 0.80 metre (KI-07-10).

The central and east portions of the property have not received much exploration work in the past (few ground geophysical surveys and diamond drill holes) mostly due to the fact that the lay of the ground is flat and overlain with clay (few to no outcrops) and that until recently the eastern extension of the Porcupine-Destor fault was ignored in the area. The most significant work acknowledged by these authors is from Lyon Lake Mines, Umex Inc. and the prospector Frigon.

- 1974 Umex Inc. completes two diamond drill holes in Figury Township (rang III, lot 26) for a total of 167 metres (GM-30435). Drill hole P149 cut a graphitic schist with minor sphalerite and returned a value of 1.4 g/t Au over 0.9 metres.
- 1987 Lyon Lake Mines Ltd., conducts an Induced Polarization survey over their property covering a portion of the central area of the current land holding, and, completes eight diamond drill holes for a total of 1,439 metres. One drill hole (600-87-3) drilled to a depth of 175 metres was drilled on lot 48 of range III of Villemontel Township and returned 0.7 g/t Au over 1.8 m in a sheared rhyolite (GM-47453).
- 1999 R. Frigon drills one hole (99-02) on lot 55 of range IV of Villemontel Township. The hole was drilled to a depth of 308 metres and returned 0.55 g/t Au over 1.1 m within a tuff horizon (GM-59246).

Geological Setting

Regional Geology

The Kinojevis property lies within the Abitibi Subprovince of the Superior Province. This Archean subprovince is composed of ultramafic, mafic and felsic volcanic rocks, clastic sedimentary rocks and pre- to post-tectonic tonalitic and granitic intrusions. These rocks are generally metamorphosed to the greenschist facies. In the core of less deformed areas, the metamorphic grade corresponds to the prehnite-pumpellyite facies, whereas it reaches the amphibolite facies around certain intrusions. The various volcano-sedimentary units are separated by extensive deformations zones such as the Destor-Porcupine and the Cadillac-Larder Lake faults. The Destor-Porcupine Fault, which crosses the property, can be traced over more than 350 kilometres from Timmins, Ontario, to the Grenville Front about 60 kilometres ENE of Val-d'Or, Québec, and is associated with several major gold deposits including Hollinger, McIntyre, Dome, Lightning Zone and Holloway in Ontario, and Beattie in Québec.

North of the Destor-Porcupine Fault, from north to south occur the Hunter Mine, Stoughton-Roquemaure and Kinojevis groups. The oldest unit in the area, the Hunter Mine Group, is a calc-alkaline unit composed of rhyolite, rhyolitic breccia, siliceous tuff and chert, cut by coeval porphyry dykes. This group is overlain in the western part of the area by the Stoughton-Roquemaure Group, characterized by tholeiites, komatiites and ultramafic intrusions in a west-thickening sequence. The two groups are in normal stratigraphic contact and lithologies are locally interbedded.

The Kinojevis Group north of the Destor-Porcupine Fault was subdivided into two units: the Deguisier Formation, composed of Fe- and Mg-tholeiites, and the Lanaudière Formation, consisting of basalts, andesites, rhyolites, komatiites and multiple mafic intrusions.

The Duparquet Formation, composed of locally derived polygenic conglomerate, overlies along an angular unconformity the Deguisier and Lanaudière formations. These rocks, assigned to the Timiskaming Group, represent molassic sediments derived from the erosion of tectonic edifices and deposited in an alluvial and fluvial environment.

South of the Destor-Porcupine and Manneville faults occur the Malartic, Kewagama, Blake River and Kinojevis groups. The Malartic Group, cored by a complex antiform structure, is composed of ultramafic flows, mafic flows, and felsic pyroclastic rocks.

The Blake River Group is mainly composed of tholeiitic basalts, calc-alkaline andesites and calc-alkaline rhyolites. It is divided into three structural domains: the north, central, and south domains. Rocks in the vicinity of the Kinojevis property are assigned to the north domain. Near the Ontario border south of the Destor-Porcupine Fault, the north domain conformably overlies the Kinojevis Group.

Kewagama sedimentary rocks and adjacent volcanic rocks are generally separated by faults. A normal relationship where Kewagama rocks conformably overlies Blake River volcanic rocks. Kewagama rocks represent turbiditic sediments deposited in deep basins peripheral to volcanic centres.

Proterozoic diabase dykes trending N-S, ENE-WSW, and NE-SW crosscut all earlier lithologies. Late faults have displaced certain dyke segments. N-S-trending dykes can be traced over hundreds of kilometres and range from 15 centimetres to 50 metres in thickness.

Major E-W-trending structures are the products of N-S compression, which led to the collision of three major tectonic blocks, each corresponding to an extensive group: Kinojevis, Malartic, and Blake River. The development of the Destor-Porcupine Fault is associated with south-directed thrusting of the Kinojevis block onto the Malartic block and Lac Caste sediments. As a result of this compressional episode, units in the north domain of the Blake River Group were folded in an accordion-type arrangement. They were also imbricated with a north vergence (Blake River block over Kinojevis block) and a south vergence (part of the north domain over the central domain). Due to its higher competency, the structural make-up of the central domain corresponds to a large anticline. Regional dextral strike-slip structures developed after the main episode of shortening and uplift of strata.

The mineral potential of the Timmins – Val-d'Or trend and the Kinojevis property area is quite significant and is the result of overlapping hydrothermal systems. Mineral occurrences in the area are dominated by polymetallic systems or gold deposits. Polymetallic Cu-Zn-Au-Ag systems correspond to synvolcanic massive sulphide lenses. Gold deposits are associated with either shear zones or fracture zones. These systems are commonly associated with intermediate or felsic intrusions.

Local Geology

The area around the Kinojevis property is largely dominated by E-W-trending komatiitic and tholeiitic basaltic flows of the Malartic Group. Basaltic flows coincide with strongly magnetic komatiitic units surrounded by less magnetic units. Volcanic contacts between strongly magnetic basaltic units and komatiites can thus be easily traced by magnetic surveys. Basaltic units also include a few andesitic flows and minor graywacke units. Komatiitic magmatic breccias were commonly intersected in diamond drill holes. Feldspar-phyric albitite dykes and lamprophyre dykes are common in this part of the Malartic Group.

Tholeiitic basalts of the Kinojevis Group appear north of the Malartic Group, whereas the sedimentary Kewagama Group forms the south part of the area. The Blake River Group, occurring south of the Kewagama Group, is not represented in the area. Lac Caste sediments may represent Kewagama sediments along the north limb of the La Pause Syncline.

Small porphyritic syenite intrusions occur in the SW corner of the area, and a minor NE-trending diabase dyke crosscuts the entire sequence.

On the property, the following stratigraphic units occur from south to north:

- 1) A band of sedimentary rocks indicated by the presence of outcrops located south of the Kinojevis River on Lot 20, Range I in Manneville Township. The rock is described in a report by SOQUEM as a dark grey, massive, very hard wacke (S3), with weakly defined E-W bedding and <1% pyrite. This stratigraphic unit is assigned to the Lac Caste Formation of the Kewagama Group.
- 2) A band of locally silicified basalts (V3B) and/or andesites (V2J), associated with minor gabbro (I3A) and greater amounts of ultramafic rocks (V4) with a few rhyolite (V1B) enclaves, occurs immediately to the north of the previous sedimentary units. Basaltic and andesitic rocks are massive to locally pillowed, dark green to light green and fairly hard. Silicified sequences are much harder. The gabbro is massive, medium-grained and dark green. Ultramafic rocks are grey to blackish and exhibit spinifex textures, with trace to 1% pyrite. The rhyolite is massive, grey, very hard and shows a smooth, aphanitic texture. The rhyolite locally contains 1-2% finely disseminated pyrite. These effusive rocks belong to the Lanaudière Formation of the Kinojevis Group. To the west, a white to beige, medium to coarse-grained tonalite (I1D) intrusion occurs. A peridotitic (I4I) core was also intersected in historic diamond drill holes.
- 3) Further north lies a band of schistose rocks with carbonate, talc, chlorite, and fuchsite. This unit underlies the west-central part of the property over 500 metres to more than 1 kilometre in thickness. This zone of deformed rocks is well exposed at the MacCormack showing, where a series of outcrops show intensely altered ultramafic komatiitic rock sequences with quartz-carbonate-albite injections, a few quartz-feldspar porphyry intrusions, thin rhyolite sequences and mafic (gabbro) dykes with little or no evidence of deformation. This stratigraphic sequence probably belongs to the Deguisier Formation of the Kinojevis Group.
- 4) The northernmost sequence consists of weakly silicified, locally carbonatized massive to pillowed andesitic and basaltic rocks. A few thin rhyolite sequences are also observed. This sequence belongs to the Deguisier Formation of the Kinojevis Group. A few albite and quartz-feldspar dykes crosscut the local stratigraphy.
- 5) Three (3) Proterozoic diabase dykes cross the property in the west, central and east parts of the property. These brown, homogeneous, massive and magnetic dykes trend N60°E.

A close spatial correlation between the MacCormack gold showing and NE-trending conjugate faults associated with the main Destor-Porcupine structure (which crosses the property) is readily apparent on the Kinojevis property. NE-trending faults associated with the latter gold occurrence show a smaller amount of apparent strike-slip movement than at the Fayolle deposit and the Aiguebelle Goldfields showing further west. The conjugate structures likely plunge to the NW. This spatial association of gold with conjugate structures forming “Y”-shaped junctions is typical of gold zones along the Destor-Porcupine Fault Zone, which runs across the Kinojevis property from west to east.

Mineral Deposit Types

The Destor-Porcupine Fault trends east-west and extends over nearly 350 kilometres from Timmins in Ontario to the Grenville Front, ENE of Val-d'Or (Québec). Many gold deposits are known along the western segment of the fault in Québec (Beattie, Donchester, Duquesne, Yvan-Vézina and Davangus mines), whereas the Ontario segment of the fault hosts the Holt-McDermott and Harker-Holloway ore deposits as well as the vast majority of gold mines in the Matheson and Timmins mining camps. The Kinojevis property straddles the Destor-Porcupine Fault, a major gold trend in the Abitibi, over 48 km strike length.

The gold-bearing Destor-Porcupine and Cadillac-Larder Lake fault zones are two parallel structures that show similar features, and host orebodies and showings with analogous structural settings and types of alteration and mineralization. Thus, the geological setting of the Kinojevis property, along the Destor-

Porcupine gold trend, exhibits geological features similar to the Kerr Addison and Harker-Holloway ore deposits in Ontario.

Kerr Addison and Holloway Geological Models

The authors wish to list certain elements of the geological models for Kerr Addison (10,457,000 oz of gold from 1938 to 1996) and Holloway (4.9 M metric tonnes grading 5.9 g/t Au), as the two models are very important for exploration on the Kinojevis property.

These geological characteristics include rock type, alteration, and structure, as described below:

- At both deposits, gold mineralization occurs along or is very closely related to the contact between komatiitic and basaltic units. On the Kinojevis property and adjacent terrains, known gold occurrences (Fayolle, Destorbelle, Vang, Aiguebelle Goldfields, LM-3-70 and MacCormack) occur along interfaces marked by a strong magnetic contrast on magnetic maps. This relationship is also apparent on geochemical diagrams, where high gold grades are generally located near the sharpest magnetic contrasts.
- At Kerr Addison and Holloway, strong albitization is associated with mineralized zones and albitite dykes intrude host rocks. Significant albitite dykes were identified at the MacCormack showing in recent and prior visits by the authors. These albitite dykes are generally feldspar porphyries and exhibit a true thickness of several metres.
- At Kerr Addison, strong fuchsite alteration occurs around ore zones. At Holloway, the komatiitic footwall is altered to fuchsite whereas equivalent sericite alteration is observed in tholeiitic units. The presence of several spectacular and extensive fuchsite alteration zones has been observed in the komatiitic host rocks at the MacCormack showing.
- At Kerr Addison, Kishida and Kerrich (1987) calculated $3K/Al$ and Na/Al mole ratios to quantify the degree of sodium and potassium saturation for all lithologies. They inferred that sodium had been concentrated in albite, and potassium in sericite or fuchsite. Pure albite shows a Na/Al mole ratio of 1, whereas pure sericite or fuchsite shows a $3K/Al$ ratio of 1. Consequently, as the ratio approaches a value of 1, the degree of saturation in sodium and potassium progressively increases. The amount of sodium in a rock varies according to the availability of aluminium, thus by dividing Na and $3K$ by Al , it becomes possible to compare different lithologies. By adding the two ratios, the degree of saturation for sodium and potassium are monitored at the same time. Thus, at Kerr Addison, $(3K+Na)/Al$ ranges from 25 (away from the ore zone) to 40 to 50 (about 75 metres from the ore zone) to 70 to 90 (along or directly in the ore zone). However, this type of study has never been conducted for the LM-3-70 and MacCormack showings on the Kinojevis property.
- Background gold values at Kerr Addison are extremely low (<2 ppb Au) beyond 75 metres from the ore zone.

A close spatial correlation between gold showings and NE-trending conjugate faults associated with the main Destor-Porcupine structure is readily apparent on the Kinojevis property. Specifically, the Fayolle, Aiguebelle Goldfields, LM-3-70 and MacCormack occurrences all lie at the junction between one of these NE-trending structures and a magnetic interface as described above.

Types of Mineralization Observed Along the Destor-Porcupine Fault Zone

A metallogenic study released by Legault et al. in 2006 (ET 2006-01) lists many characteristics of the types of occurrences found along the Destor-Porcupine tectonic zone, which can be used as exploration guides along this structure on the Kinojevis property.

1. "Quartz-carbonate veins" occur in deformation zones with strong iron carbonate, sericite and pyrite alteration, typical of orogenic deposits. These features are present on the Kinojevis property.

2. “Disseminated sulphides associated with porphyritic intrusions” may be divided into subtypes based on the composition of the intrusive rock: an alkaline subtype associated with sulphide-rich and intensely silicified alkaline rocks, and a calc-alkaline subtype with a limited sulphide content and very strong carbonatization (some of these features were observed by the authors and reported by SOQUEM on the MacCormack showing).
3. “Hydrothermal veins” with open-space filling crystallization textures (colloform, crustiform, cockade) and anomalous Zn, Pb, and Hg concentrations, typical of neutral epithermal deposits.
4. “Argentiferous quartz veins” associated with Cu-Sb-Zn-Hg-rich tension gashes, analogous to Ag-Pb-Zn veins hosted in clastic metasedimentary rocks.
5. “Disseminated sulphides associated with leaching” occurring as a massive quartz+pyrite (5-10%) residue, reminiscent of acidic epithermal deposits.

Exploration Work

During 2008, Cartier has completed several exploration works on the Kinojévis property. Prospecting, reconnaissance mapping, lithogeochemical and mineralized sampling were completed overall the property. Complementary outcrop stripping, detailed mapping and channel sampling were completed on and nearby the MacCormack showing. An IP survey was realized in the Villemontel area of the property as well as on block No. 5 (Xstrata Zinc Option). A total of 29 diamond drill holes (9,245.55 m) of BQ size was followed.

This section presents an update from the NI 43-101 report with diamond drill holes KI-08-11 to KI-08-37 since the first 10 holes were discussed in the previous technical report (June 30, 2008).

Prospecting and surface sampling

Surface sampling started early June 2008 and ended at the end of August 2008.

Two (2) types of samplings were realized on the claims of the Kinojévis project:

- Lithogeochemical sampling for gold and major elements (SiO₂, Al₂O₃, etc...) and three (3) other elements (Nb, Y and Zr).
- Sampling for metals (gold + 35 elements such as Ag, Cu, Zn, As, Co, etc...)

A total of 313 samples were collected on the Kinojévis property, 203 of which were sampled for lithogeochemical and 120 for metals. Ten (10) samples were sampled for both. Sixty-nine (69) lithogeochemical samples and 18 metals were collected on 5 blocks optioned from Xstrata.

With field rock descriptions, it is possible to identify 3 rock types: Volcanics (145 samples); intrusions (54 samples) and sedimentary rocks (4 samples).

By adding the gold assay results from the metal and lithogeochemical sampling, 245 gold results, 7 of which turned anomalous. Most significant results were 19.55 g/t Au; 7.10 g/t Au and 1.45 g/t Au. They were taken nearby the Rambull showing in quartz veins hosted within granodiorite with ankerite, chlorite, tourmaline and disseminated pyrite.

Stripping, mapping and channel sampling

During August and September, nine (9) outcrop stripping were completed within the property (TR-08-14 to 21 and TR-08-11 Ext.), five (5) of which were completed on the optioned Xstrata blocks (TR-08-14, 18, 19, 20 and 21). Stripping TR-08-14, 15, 18, 19, 20 and 21 permitted to open windows on the altered,

deformed corridor consisting iron carbonate schists, fuschite and quartz located 1.7 km west of the MacCormack showing and 6 km east.

Stripping TR-08-15, 16, 17 and 11 Ext. Permitted to expose new windows on the mineralized rhyolite north contact. Pyrite veinlets and massive sulphides were then sampled. Values of 0.11% Cu, 0.21% Zn and 0.42 g/t Au had been revealed from these mineralized zone in 2007.

A total of 593 samples were sent to ALS-Chemex laboratory and assayed for gold + 35 elements. The assay results confirmed the presence of gold in the north contact altered dykes with 0.27 g/t Au up to 1.11 g/t Au from grabs on the TR-08-15 trench. Several anomalous values were obtained from the exhalite, the brecciated rhyolite on TR-08-11 Ext. with values of 0.60 g/t Au over 1.13 m and 0.27 g/t Au over 1.04 m.

Geoscientific Compilation

Outcrop channels and grabs were digitized, validated and integrated. Multilayer maps were completed (physiography, photomosaic, sample location, geology, geophysical, diamond drill holes and mineralized occurrences) at the 1 to 20, 000 scale and were produced for the whole property. They are all available at the company head office.

Induced Polarization Survey

This survey had for objective to follow up on best anomalous auriferous previously identified areas. From November 4 to 18, 2008, 27 Km of IP using a dipole-dipole (n=1 to 8, a=25 m) was completed by Abitibi Geophysic of Val d'Or. It was distributed the following way: 10.1 Km over block No.5 of Xstrata Zinc and 16.9 Km on the remaining of the Kinojévis property.

This survey permitted to detect 14 chargeability anomalies; three (3) of these were prioritized to be drilled in the future. The survey could be extended to the southwest in order to better define the extension and continuation of these IP anomalous corridors.

Mineralization

Several gold occurrences were discovered along the Destor-Porcupine Fault in Quebec, and many ore bodies are known along the Ontario segment. On the property and its immediate vicinity to the west, many interesting gold and copper showings are known. The Fayolle gold deposit and the Destorbelle, Vang, Aiguebelle Goldfields, Landôme, LM-3-70 and MacCormack showings are all located in the area. The MacCormack and LM-3-70 showings are the main occurrences located within property limits. The Fayolle gold deposit is one of the most significant in the immediate vicinity. A large part of the information presented in this chapter was taken from a technical report by Typhoon Exploration Inc. ("Rapport technique selon la norme 43-101 sur la propriété Fayolle", see website (www.explorationtyphon.com) and other statutory reports filed by previous owners of claims within and adjacent to the Kinojévis property.

Note that the authors have chosen to discuss below the main precious metal (Au, Ag) and base metal (Cu, Zn) showings. All occurrences of lithium and related by-products, molybdenum and nickel showings were not discussed since their stratigraphic, structural and geochemical settings are not relevant to the geological setting of the property under study.

Showings on the property

The MacCormack Showing

The MacCormack showing is located, according the MRNFPQ Deposit File, on lots 23 to 25, Range II in Manneville Township (UTM Zone 17 – 680,086 mE and 5,368,770 mN). The showing was discovered in 1911 on the MacCormack claims, during prospecting work conducted by Bancroft for the Geological Survey of Canada.

A few exploration programs took place after the discovery, between 1930 and 1984 (by the Geological Survey of Canada, Nortyne Gold Mines and SOQUEM respectively). Best assay results were as follows: 0.17 to 4.80 g/t Au (L.V. Bell, 1936-38), and 1.37 to 7.89 g/t Au (Nortyne Gold Mines, 1944). The latter also drilled 19 holes on the showing in 1945, but no report was made public and the location of the drill holes is uncertain. Work by SOQUEM outlined a geological setting similar to the Kerr Addison ore deposit in Ontario (presence of carbonate, fuchsite, quartz-carbonate-albite veins and veinlets, and syenite and quartz-feldspar dykes). More recently in 2004, one of the authors (D. Gaudreault) sampled a few outcrops in the vicinity of the MacCormack showing and obtained assay results between 5 and 284 ppb gold, and between 0.5 and 19.1 g/t silver, from grab samples of exposed bedrock.

During a recent visit (October 24, 2006) by the authors, AQ-calibre tubing and a former bulk-sampling site, probably dating back to the area of Nortyne Gold Mines, were found on the property, just north of the access road (UTM Zone 17 – 679,865 mE and 5,368,680 mN). The location of these features, the geological setting and the local topography correspond fairly well with the UTM location cited in public documents of the MRNFPQ, this confirming that this is in fact the site of the MacCormack showing.

The authors also collected two grab samples from this site, one in an intrusive quartz-feldspar porphyry dyke with quartz-carbonate veins and veinlets, and the second in the former bulk sampling area showing a series of quartz-carbonate veins and veinlets in host rocks strongly altered to iron carbonate, fuchsite and probably albite. During the site visit performed in November 2007, no samples were collected on stripped areas considering the onset of winter conditions.

LM-3-70 Showing

The showing is located in lot 9, range I of Manneville Township. It was discovered in 1970 by Groupe Minier Sullivan while drilling geophysical targets. The mineralization consists of pyrite and pyrrhotite in graphitic schists and an ultramafic sequence and talc chlorite schists. The most significant assay results revealed 11.52 g/t Ag over 0.76 m and 0.13% Ni over 1.22 m.

Other auriferous showings

Three (3) other gold occurrences were itemized and documented from the MRNFPQ statutory works.

The first one is located in lot 48 of range III of Villemontel Township. In 1987, Lyon Lake Mines completed diamond drilling and hole 600-87-3 intersected 0.7 g/t Au over 1.8 m in a sheared rhyolite (GM 47453).

The second showing is located in lot 55 of range IV in Villemontel Township. R. Figon completed hole 99-02 that intersected 0.55 g/t Au over 1.8 m in intermediate tuffs (GM 30435).

The third occurrence is in lot 26, range III of Figuery Township. Diamond drill hole P-149 that was completed by UMEX in 1974 has intersected 1.4 g/t Au over 0.9 m in graphitic schist with little sphalerite.

Drilling

Between November 2007 and July 2008, a total of 9,245.55 metres of diamond drilling distributed over 29 holes were realized on the Kinojévis property. With the help of a synthesis of previous geological structural work completed on the property, the diamond drilling program had for objective the verification of lateral and depth extension of the MacCormack showing as well as completing north-south sections or fences across areas of merit of the property that are shielded with overburden and/or poorly explored in the past.

The drill contract (BQ size) was allotted to Benoît Diamond Drilling Ltd. of Val d'Or. Field access, environmental and geological aspects were supervised by Cartier.

A total of 4,137 samples were collected and assayed for precious and base metals on 4,709.68 metres of sampled drill core. The results for the 29 holes are compiled. All the core samples were split or sawed at

the core shack of Cartier in Val d'Or. This work was executed by a member of Cartier's technical staff. The samples were sent to ALS Chemex and Techni-Lab.

In areas such as the MacCormack showing, the carbonates were tested for coloration at the core shack in order to identify the type of carbonate and alteration zonation.

All drill hole deviations were electronically read using a Flex-It instrument which the "Multi-shot" method. This survey method permits continuous reading of the hole deviation with a reading taken every 3 metres accompanied magnetic susceptibility readings of the intersected rock units. A magnetic deviation azimuth correction of 13° was used for the Flex-It surveys.

List of diamond drill technical parameters

<i>DDH No.</i>	<i>UTM - East</i>	<i>UTM - North</i>	<i>UTM - Elevation</i>	<i>Azimuth</i>	<i>Dip</i>	<i>Length (m)</i>
KI-07-11	702179.02	5372504.51	301.01	178	-50	339.00
KI-07-12	702033.61	5372233.96	298.09	180	-50	350.00
KI-07-13	702082.86	5371880.53	294.85	180	-50	296.70
KI-07-14	702166.22	5371548.36	296.74	180	-50	382.34
KI-08-15	713232.91	5373896.25	299.46	180	-50	300.00
KI-08-16	696656.56	5371673.43	295.84	180	-50	333.30
KI-08-17	696681.83	5371398.44	292.73	180	-50	277.90
KI-08-18	704588.54	5373126.07	308.76	180	-50	365.00
KI-08-19	696658.88	5371064.16	287.53	180	-50	51.00
KI-08-19A	696662.71	5370997.32	286.95	180	-53	358.50
KI-08-20	689799.19	5369101.33	286.49	180	-50	303.10
KI-08-21	674143.50	5367565.50	278.60	160	-55	383.00
KI-08-22	679583.28	5369002.13	316.24	180	-50	258.20
KI-08-23	679605.45	5368837.45	304.41	180	-50	301.38
KI-08-24	680195.51	5368843.41	305.14	180	-50	273.86
KI-08-25	689803.00	5369561.00	286.60	180	-50	42.00
KI-08-25A	689801.81	5369561.38	286.73	180	-55	399.30
KI-08-26	689859.31	5369943.81	316.55	180	-50	393.70
KI-08-27	692605.66	5370663.95	297.54	150	-50	424.67
KI-08-28	679478.53	5369024.61	310.85	180	-50	302.10
KI-08-29	679369.71	5369006.47	305.92	180	-50	399.30
KI-08-30	679680.72	5368939.84	310.56	180	-50	408.50
KI-08-31	679889.83	5368951.91	325.01	180	-50	302.60
KI-08-32	680211.22	5369064.19	316.67	180	-50	297.00
KI-08-33	680365.91	5369126.93	305.28	180	-50	296.00
KI-08-34	680382.87	5368947.13	296.17	180	-50	335.10
KI-08-35	680400.00	5368710.00	300.00	180	-50	55.00
KI-08-36	680893.44	5369023.38	311.02	180	-50	570.00
KI-08-37	679083.78	5368967.27	307.34	180	-50	447.00

DDH in the MacCormack showing area

Thirteen (13) holes (KI-08-03, 22 to 24 and 28 to 36) were drilled in the MacCormack showing area, along the Destor-Porcupine deformation corridor as well as on the extension of the north rhyolite. These drill holes have permitted to localize and define an ankerite-fuschite-chlorite-quartz schist within the shear

zone over an extension of more than 1.6 Km and a width of 150 to 200 metres. Two (2) auriferous dyke networks plank the deformation corridor to the north and to the south.

Diamond drill hole KI-08-22, 31, 32, 33 and 36 have intersected the brecciated north rhyolite contact which is altered (chlorite-sericite-silica) and sulfidized indicating the potential for the presence of polymetallic VMS type mineralization.

The north dyke network was intersected by six (6) diamond drill holes revealing the presence of low-grade large volume potential with thickness up to 67 metres. DDH KI-08-29 intersected a local higher-grade zone of 7.27 g/t Au over 1 metre.

The most significant average grades intersected in the north dyke system is presented below:

- KI-08-22: 0,16 g/t Au over 18,0 m; 0,27 g/t Au over 13,6 m; including 0,96 g/t Au over 1,0 m.
- KI-08-23: 0,34 g/t Au over 67,0 m; including 0,53 g/t Au over 21,0 m et 1,43 g/t Au over 1,5 m.
- KI-08-28: 0,17 g/t Au over 30,0 m; including 2,17 g/t Au over 1,0 m.
- KI-08-29: 0,68 g/t Au over 19,0 m; including 7,27 g/t Au over 1,0 m.
- KI-08-30: 0,36 g/t Au over 21,0 m; including 1,13 g/t Au over 1,0 m.
- KI-08-31: 0,18 g/t Au over 27,7 m; 0,34 g/t Au over 7,0 m.

The south dyke network gave the following anomalous gold and silver values:

- KI-07-03: 23,5 g/t Ag over 0.5 m; 1,52 g/t Au over 1,9 m and 1,06 g/t Au over 4,6 m.
- KI-08-24: 0,17 g/t Au over 3,5 m; 15,5 g/t Ag and 0,13 Pb over 0,9 m.
- KI-08-30: 38,2 g/t Ag, 0,37 g/t Au and 0,14% Pb over 1,0 m.; 5,9 g/t Ag over 5,7 m.
- KI-08-31: 0,50 g/t Au over 1,5 m.
- KI-08-34: 0,33 g/t Au over 29,0 m; including 2,37 g/t Au over 1,4 m.

The eastern most auriferous intersection (DDH KI-08-34) corresponds to a network of small dykes within quartz-carbonate-fuschite schists walls.

DDH KI-08-31 shows anomalous auriferous rhyolite with an intersection of 0.17 g/t Au over 10.0 metres including 0.60 g/t Au over 1.0 m.

DDH # KI-08-22

This drill hole KI-08-22 targeted the western extension of a volcanogenic massive sulphide (VMS) horizon and the western extension of the deformation zone. The rhyolite unit exhibits a brecciated facies where the matrix contains 15 to 20% sulphides, mainly pyrite with minor sphalerite. The drill hole intersected the Destor-Porcupine shear zone, which hosts gold bearing dykes over more than 40.0 meters. The best results were obtained in albitized dykes with average gold grades of: 0.16 g/t Au over 18.0 meters (175.0 to 193.0 meters), and 0.27 g/t Au over 13.6 meters (212.4 to 226.0 meters).

DDH # KI-08-23

This hole is located south of the previous drill hole. It targeted the extension of the shear zone 250 meters west of drill hole KI-07-03. It intersected the gold-bearing dyke zone along the north contact. The dyke zone yielded an average gold grade of 0.34 g/t Au over 67.0 meters (9.0 to 76.0 meters) including a section grading 0.53 g/t Au over 20.5 meters.

DDH # KI-08-24

This hole was drilled and completed a cross-section of the shear zone seen in trench 08-01, about 300 meters east of drill hole KI-07-03. It intersected strongly sheared ultramafic lavas with ankerite-fuchsite-quartz and a series of deformed and strongly altered porphyry dykes with quartz veinlets. The last dyke is interpreted as the extension, more than 300 meters of the gold-bearing South Dyke Zone intersected in drill hole KI-07-03. The end of the dyke shows anomalous gold values with a peak at 302 ppb Au over 0.8 meters.

DDH # KI-08-28

This hole targeted the extension of the gold-bearing North Dyke Zone, about 100 meters west of drill holes KI-08-22 and 23. The altered dyke, intersected from 185.9 to 245.5 meters, shows anomalous gold grades over the entire drill interval, with an average grade of 0.16 g/t Au over 30.0 meters (185.0 to 215.0 meters) including a higher grade section of 2.17 g/t Au over 1.0 meter.

DDH # KI-08-29

This drill hole confirmed the extension of the gold-bearing North Dyke Zone 200 meters west of drill holes KI-08-22 and 23. The first dyke hosts a gold-bearing zone with an average grade of 0.70 g/t Au over 19.0 meters and best results of 7.27 g/t Au over 1.0 meter.

DDH # KI-08-30

This drill hole targeted the extension of gold-bearing dykes along the north contact, 100 meters east of drill holes KI-08-22 and 23. It intersected the North Dyke Zone from 104.9 to 163.2 meters. The intrusive yielded an average gold grade of 0.36 g/t Au over 21.0 meters (105.0 and 126.0 meters) including 1.13 g/t Au over 1.0 meter. From 300.0 to 322.0 meters, the drill hole intersected gold- and silver-bearing dykes corresponding to the western extension of the South Dyke Zone. It yielded an average grade of 5.9 g/t Ag over 5.7 meters including a higher grade section of 38.2 g/t Ag and 0.37 g/t Au over 1.0 meter.

DDH # KI-08-31

This drill hole intersected the deformation zone north of drill hole KI-07-03 and 300 meters east of drill holes KI-08-22 and 23. From 3.0 to 90.8 meters, the drill hole intersected a chloritized and brecciated rhyolite with silica-rich groundmass and 5 to 15% pyrite with trace chalcopyrite. The drill hole then continued in sheared ultramafic lavas to the end of hole. The first dyke of the North Dyke Zone yielded an average gold grade of 0.18 g/t Au over 27.7 meters (111.3 to 139.0 meters), with a section grading 0.34 g/t Au over 7.0 meters (132.0 to 139.0 meters). The South Dyke Zone also contained anomalous gold values, with best results of 0.56 g/t Au over 1.5 meters (258.0 to 259.5 meters). Moreover, the pyrite-rich brecciated rhyolite yielded a gold grade of 0.18 g/t Au over 10.0 meters (71.0 to 81.0 meters) including an high grade section of 0.60 g/t Au over 1.0 meter

DDH # KI-08-32

This drill hole was collared 300 meters east of hole KI-08-31, just north of KI-08-24, in order to explore the northern contact of the deformation zone and the rhyolite contact. The drill hole was stopped short at the very start of the deformation/alteration zone and did not intersect the gold-bearing North Dyke Zone. The only anomalous result obtained in the drill hole was 0.39 g/t Au over 1.5 meters (150.0 to 151.5 meters).

DDH # KI-08-33

This drill hole is located 200 meters east of KI-08-32 and targeted the eastern extension of the deformation zone as well as the rhyolite contact. The drill hole begins in a sequence of rhyolitic lavas strongly altered to chlorite-sericite or strongly silicified and mineralized with 1 to 5% pyrite, locally

reaching 30% from 114.0 to 125.0 meters. No significant gold grades were obtained in samples from this drill hole. The hole was stopped prior to reaching the deformation zone

DDH # KI-08-34

This hole was drilled to complete the stratigraphic section across the shear zone, south of hole KI-08-33. It intersected over its entire length a sequence of ultramafic lavas. From 149.0 to 281.0 meters, the ultramafic lavas are strongly sheared and altered and host a series of narrow altered felsic dykes. The latter are interpreted as the eastern extension of the gold-bearing South Dyke Zone. From 246.5 to 275.5 meters, assay results indicate an average gold grade of 0.33 g/t Au over 29.0 meters, including 2.37 g/t Au over 1.4 meters.

DDH # KI-08-35

Located south of hole KI-08-34, this hole had for objective to follow up with stratigraphic sections across the Destor-Porcupine deformation corridor and verify a magnetic offset and the extension of a sulfide rich cherty horizon within the south rhyolite contact zone. The hole was abandoned in overburden at 55 metres for technical reasons.

DDH # KI-08-36

This hole was drilled to begin a stratigraphic section across the shear zone about 500 meters east of hole KI-08-33. The drill hole begins, from 7.2 to 147.3 meters, in a sequence of rhyolitic lavas altered to chlorite-sericite and mineralized with 2% pyrite-pyrrhotite along the contact with the overlying unit. The drill hole continued into a sequence of ultramafic to magnesian basalt lavas that are generally chloritized but weakly deformed. The deformation zone was not intersected in this drill hole and no significant gold, silver, copper, or zinc grades were obtained.

Aiguebelle Area

DDH KI-08-21 was testing the western extension of the Destor-Porcupine deformation corridor corresponding to an EMH conducting axis within a felsic intrusion located south of the Kinojévis River.

DDH # KI-08-21

This drill hole tested the extension of the Destor-Porcupine fault zone near the west edge of the property. It targeted the zone within a felsic intrusion along the extension of an HEM conductor located south of the river. The drill hole intersected weakly deformed ultramafic and mafic lavas, and ended at 383.0 meters in a brecciated rhyolite with silicified and hematized clasts in a black chlorite and sericite-rich matrix. This rhyolitic breccia locally hosts anomalous zinc values, with 0.22% Zn over 1.0 meter, and 0.10% Zn over 1.5 meters.

Villemontel area

DDH KI-07-11, KI-07-12, KI-07-13 and KI-07-14 had for objective to intersect (section 702100E) the Destor-Porcupine deformation corridor. The four (4) holes have permitted to intersect 1100 m of unexplored stratigraphy at the high of range III in Villemontel Township.

DDH KI-08-18 (section 704560E) was completed to the northeast of the hereabove described four (4) holes in range IV of Villemontel Township. A weak HEM conductor associated with magnetic high at the western extension of the Newconex showing as well as a corresponding auriferous shear zone (549 ppb Au over 1.1 m of DDH 99-02) were targeted by this hole. This anomalous gold value (GM 59246) is 200 m east of KI-08-18.

DDH # KI-07-11

With 30 metres of overburden, this hole was stopped at 339 m. Intermediate to mafic volcanic sequences intercalated with gabbroic dykes and/or sills were intersected (Figure 11). The rock is intensely schistozed and locally (decimetric) sheared. Several carbonatized and sericitized zones with smoky quartz tension veins containing sphalerite and pyrite blebs were intersected. Outside of these altered zones, 5% irregular veinlets of quartz-calcite were observed in the rock. Between 89.0 and 115.1 m, an alteration zone which is anomalous in gold revealed 590 ppb Au over 1.0 m between 106.0 and 107.0 m and 405 ppb Au over 1.5 m between 97.0 and 99.0 m. Sphalerite was also observed (433 ppm) associated to some tension veins

DDH # KI-07-12

With 18.0 m of overburden, this hole was completed at 350 m. Intermediate to mafic lavas were intersected just like in the previous hole (KI-08-11). A strong schistosity, altered zones with carbonates and sericite are still very present. Mineralized with pyrite, pyrrhotite, locally chalcopyrite and sphalerite, these altered zones contain quartz-carbonate-chlorite veins. Between 190.1 and 202.9 m, a schistozed sedimentary horizon is associated with quartz-carbonate veinlets with most significant value of 3510 ppm Zn over 1.0 m from 195.2 and 196.2 m.

DDH # KI-07-13

This hole drilled through 34.7 metres of overburden and was stopped at 296.7 metres. Massive to pillowed mafic lavas. Chloritized and serpentized (213.3 to 254.3 m) ultramafic lavas were intersected. Graphitic argillites (176.4 to 188.6 m) with 3 to 10% pyrite, pyrrhotite and magnetite were also intersected. Local dykes of intermediate to mafic composition transect the lava sequence. All the intersected rock units show medium schistosity, local chloritisation and sericitization with quartz-carbonate veinlets, which are often mineralized with pyrite, pyrrhotite, magnetite and chalcopyrite at places. Disseminated magnetite is present throughout the hole. Small shear (metric size) zones of medium to strong intensity are frequent throughout the hole. Only one anomalous value was returned from the sampling with 271 ppb Au over 1 metre from 104.0 to 105.0 m. The most significant copper and zinc values were 337 ppm Cu over 1.0 m and 605 ppm Zn over 0.5 m.

DDH # KI-07-14

This DDH completed the last part of the fence on section 702100E south KI-07-13 and cut 60.7 m of overburden and was completed at 382.3 m. From 60.7 m to 100.3 m, schistozed mafic lavas were observed. From 73.6 to 78.1 m, graphitic and pyritic argillites were intersected. Then fine grain and magnetic ultramafic lavas were encountered with biotisation, chloritisation and serpentization. These lavas are in contact with wackes that are injected with numerous quartz-carbonate-chlorite veinlets with 1-3% pyrite-pyrrhotite. Magnetite (1-3%) is also observed in disseminations. Garnets are present within ultramafic lavas and sediments and are products of metamorphism. No significant value was observed.

DDH # KI-08-18

This drill hole tested an HEM conductor outlined by Cartier in late 2007. It is interpreted as the western extension of the mineralized horizon at the Newconex copper-gold deposit (393,523 short tons grading 4.97% Zn, 40.45 g/t Ag and 0.35% Cu). The hole intersected a mafic lava sequence and a lapilli tuff horizon cut by a weak to strong shear zone. At least four intervals graded above 100 ppb gold, in sheared alteration zones with quartz-carbonate-pyrite veinlets; best results include 395 ppb Au over 1.50 meters.

St-Mathieu Area

Hole KI-08-15 was drilled in range IV of Figuery Township on the western extension of the Rambull gold showing.

DDH # KI-08-15

This hole was drilled to test the western extension of the granodiorite hosting the Rambull showing. Gold is associated with quartz-tourmaline-pyrite veins in sheared and altered granodiorite. Best results are: 175 ppb Au over 1.6 meters (65.3 to 66.9 meters) and 964 ppm Cu over 1.5 meters (144.0 to 145.5 meters).

Preissac Area

In order to localize the eastern extension of the Destor-Porcupine deformation corridor in the west central part of the property, nine (9) holes were collared to complete N-S stratigraphic fences. The three (3) fences (stratigraphic sections) cover more than 8 Km of stratigraphic stripe change from E-W to ENE-WSW.

DDH # KI-08-16

Drill hole KI-08-16 is the first hole collared in the central part of the property, near a north-northeast-trending lineament marked by a jog in the Kinojevis River. It mostly intersected a deformation zone over more than 250 meters in mafic lavas. Best gold assays include: 693 ppb over 1.0 meter (71.0 to 72.0 meters) and 166 ppb over 0.6 meter (174.0 to 174.6 meters).

DDH # KI-08-17

KI-08-17 was collared 275 meters south of drill hole KI-08-16 along the same drill section. It intersected the end of the sheared mafic lava unit in drill hole KI-08-16 and continued into a sedimentary rock sequence with argillites that occasionally contain graphite and 1 to 3% pyrite and pyrrhotite. The best gold intercepts are associated with a strongly altered zone (ankerite-sericite) and returned 99 ppb Au and 3.6 ppm Ag over 1.0 meter (17.0 to 18.0 meters).

DDH # KI-08-19

KI-08-19A was collared 334 meters south of drill hole KI-08-17 in order to extend the drill section. This hole was stopped at 51 meters due to technical problem.

DDH # KI-08-19A

This hole was located 67 meters to the south of KI-08-19. It intersected diorite variably altered to hematite and pyrite and a sequence of biotite-rich sedimentary rocks (wackes), separated by an ultramafic lava horizon. Observed mineralization consists of minor disseminated pyrite in the diorite unit, and pyrite-pyrrhotite associated with argillite horizons and veins in the sedimentary sequence. No anomalous gold assays were obtained in samples from this drill hole.

DDH # KI-08-20

This drill hole is located south of the Kinojevis River. It tested a magnetic low occurring in an inflexion of the stratigraphy. It mostly cut through a sequence of mafic lavas with an ultramafic lava unit bounded by fine-grained sediment consisting of sulphide-rich graphitic argillite. No anomalous gold grades were obtained in samples from this drill hole.

DDH # KI-08-25

This drill hole was abandoned in overburden at 43 meters due to material failure. The hole was re-drilled and numbered KI-08-25A.

DDH # KI-08-25A

This hole is located north of drill hole KI-08-20. It was drilled to complete a cross-section of the shear zone, at an inflexion point in the strike of magnetic units. It intersected a schistose ultramafic lava bounded by a cherty tuff with semi-massive pyrite and magnetite. The latter horizon contained anomalous zinc and copper, with assay results of 0.32% Zn over 2.7 meters and 0.11% Cu over 0.70 meter.

DDH # KI-08-26

Drill hole KI-08-26 was collared 300 meters north of drill hole KI-08-25A in order to complete the stratigraphic section and to locate the shear zone, the exact location of which remains undetermined in this part of the property. The drill hole intersected a sequence of sheared mafic lavas, largely chloritized or sericitized and carbonatized with quartz-calcite veinlets. The best gold value obtained in this drill hole was 143 ppb Au over 1.0 meter, along the contact with a strongly sericitized mafic dyke.

DDH # KI-08-27

Drill hole KI-08-27 is located more than 3 km east of the section for drill holes KI-08-25A and 26, along the eastern extension of the Destor-Porcupine shear zone. The drill hole intersected a sheared mafic to intermediate lava unit with quartz-calcite veinlets and felsic dykes. It then continued into a thick sedimentary sequence of bedded graphitic argillite to siltstone, ending at 424.7 meters in a chlorite-ankerite-quartz shear zone. No significant assay results were obtained in samples from this drill hole.

Xstrata Option

Drill hole KI-08-37 was targeting the western extension of the deformation corridor 300 metres west of KI-08-29 on the Xstrata Zinc option to verify the western extension of the north dyke auriferous network that was observed over more than 1 Km on the Kinojévis property of Cartier.

DDH # KI-08-37

This drill hole targeted the western extension of the shear zone, about 300 meters west of drill hole KI-08-29, on a claim block of the Xstrata Zinc option. The hole begins, from 56.0 to 204.9 meters, in a medium- to coarse-grained felsic intrusive. It continued, from 204.9 to 447.0 meters, in a sequence of undeformed magnetic ultramafic lavas cut by a few mafic to felsic dykes. The felsic intrusive at the start of the drill hole showed anomalous background values in gold from 69.0 to 115.0 meters, with values up to 72 ppb Au.

Sampling Method and Approach

Surface select sampling (Grab)

The samples that were collected from outcrop show alteration, oxidation, quartz veining, shearing and/or sulphides. Each sample collected is put in a plastic bag provided by an accredited laboratory, it is tagged, its precise location is noted on paper maps.

Channel sampling

All samples were collected on trenched mineralized outcrop. Sample length was adapted according to the presence of alteration and mineralization associated to the host lithology for gold. Samples generally cut perpendicular to foliation S1 and over a length varying from 0.58 meters to 1.57 meters.

Drill Core Sampling

All sample lengths and orientation are marked on the core. The latter is sawed in half with a 4-blade diamond saw. Half of the core is sampled from lengths varying from 0.3 to 1.5 meters. The first half is re-placed in the box and kept with its numbered identification tag for future reference. The other half is

placed in a thick plastic bag provided by an accredited laboratory with its associated numbered identification tag.

Sample Preparation, Analyses and Security

1. From the drill rig, the core is transported appropriately to the coreshack where it is logged and prepared for sampling by or assisted by a qualified person (NI 43-101).
2. Following an established protocol, all sample lengths and orientation are marked on the core. The latter is sawed in half with a 4-blade diamond saw. Half of the core is sampled from lengths varying from 0.3 to 1.5 meters. The first half is re-placed in the box and kept with its numbered identification tag for future reference. The other half is placed in a thick plastic bag provided by an accredited laboratory with its associated numbered identification tag. The samples are then brought to an accredited laboratory with a well established and secure chain of custody.
3. The samples are analysed for gold by fire assay and an atomic absorption finish. Results greater than 1 g/t Au are re-assayed with a gravimetric finish. A series of standards, duplicates and blanks are inserted in the sample stream that are sent to the laboratory.

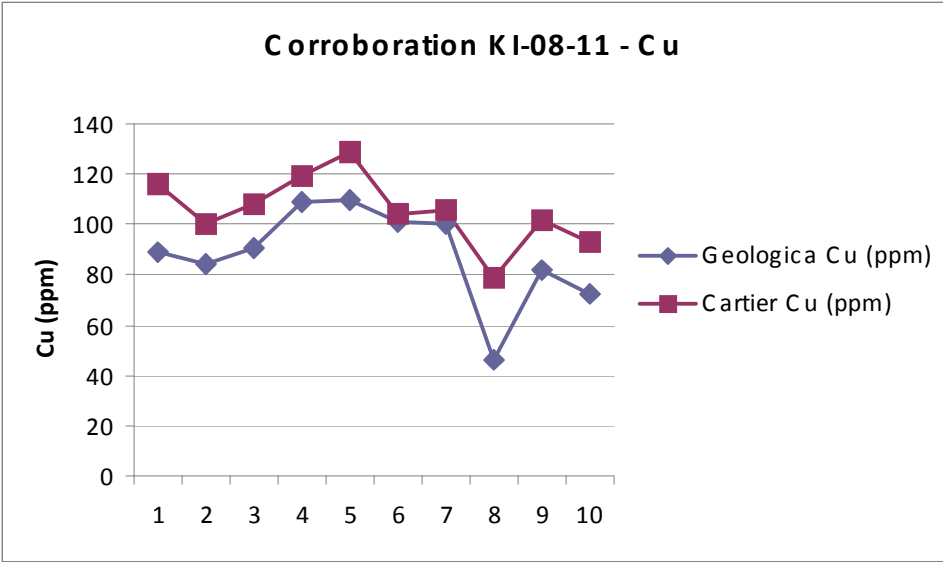
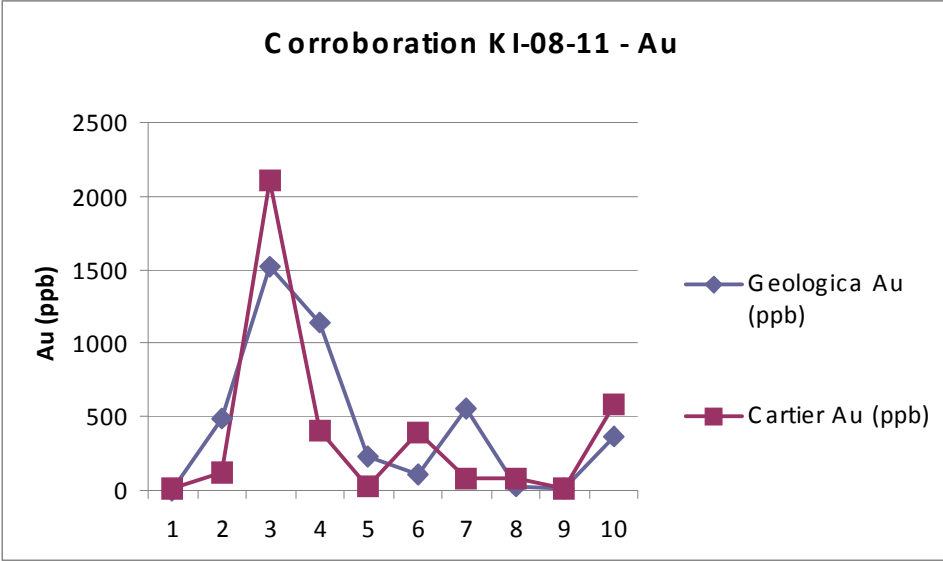
Data Verification

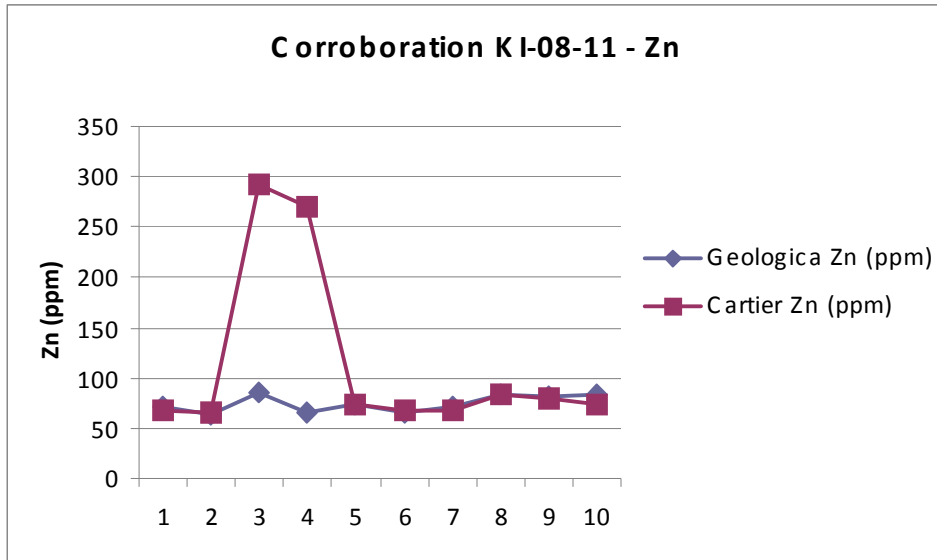
The authors have verified existing data of previous reports. Although the techniques were not described in the reports, data reported in assessment files, sampling and analysis appears to have been conducted with the norms and standards employed at that period and still valid to this day.

The authors have reviewed all of the recent documents prepared by the company and did not find elements not in line with current norms and standards. Furthermore the authors have verified samples by quartering mineralized core intersections from holes KI-07-11, KI-08-22, KI-08-25A and KI-08-34.

Corroboration for DDH # KI-08-11

			GEOLOGICA						RESSOURCES CARTIER					
Hole #	From (m)	To (m)	Sample	Au (ppm)	Au (ppb)	Ag (ppm)	Cu (ppm)	Zn (ppm)	Sample	Au (ppm)	Au (ppb)	Ag (ppm)	Cu (ppm)	Zn (ppm)
KI-07-11	93.00	94.50	823451	0.006	6	-0.2	89	72	1167		12	2.1	116	67
KI-07-11	94.50	96.00	823452	0.491	491	0.5	84	64	1168		127	2	100	66
KI-07-11	96.00	97.50	823453	1.515	1515	0.2	91	85	1169		2110	2.7	108	292
KI-07-11	97.50	99.00	823454	1.145	1145	-0.2	109	66	1171	0.616	405	2	119	270
KI-07-11	99.00	100.50	823455	0.228	228	-0.2	110	74	1172	0.032	25	1.8	129	73
KI-07-11	100.50	102.00	823456	0.109	109	-0.2	101	66	1173	0.189	395	1.9	104	67
KI-07-11	102.00	103.00	823457	0.551	551	0.2	100	72	1174	0.075	82	1.9	106	67
KI-07-11	103.00	104.50	823458	0.021	21	-0.2	46	84	1176	0.072	78	2	79	83
KI-07-11	104.50	106.00	823459	0.014	14	-0.2	82	82	1177	0.017	17	1.8	102	79
KI-07-11	106.00	107.00	823460	0.371	371	-0.2	72	84	1178	0.299	590	1.7	93	73



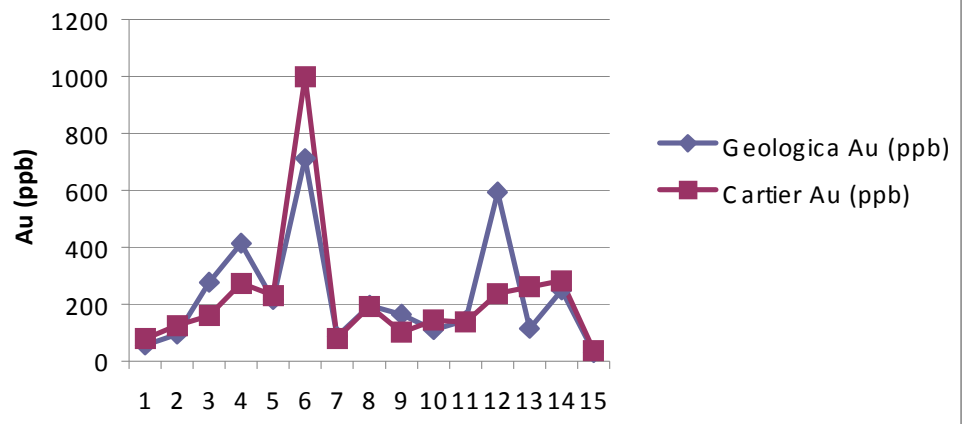


The correlation between Cartier and Geologica's sampling of DDH KI-08-11 is 78.8% for gold, 89.5% for copper and 11% for zinc. The correlation for zinc is weak due to much lower mineralization in the re sampling done by Geologica. For silver, no correlation is possible due to much too large disparity between the original sampling done by Cartier and re sampling completed by Geologica. However, the correlation for gold and copper is within acceptable standards and appears to be normal.

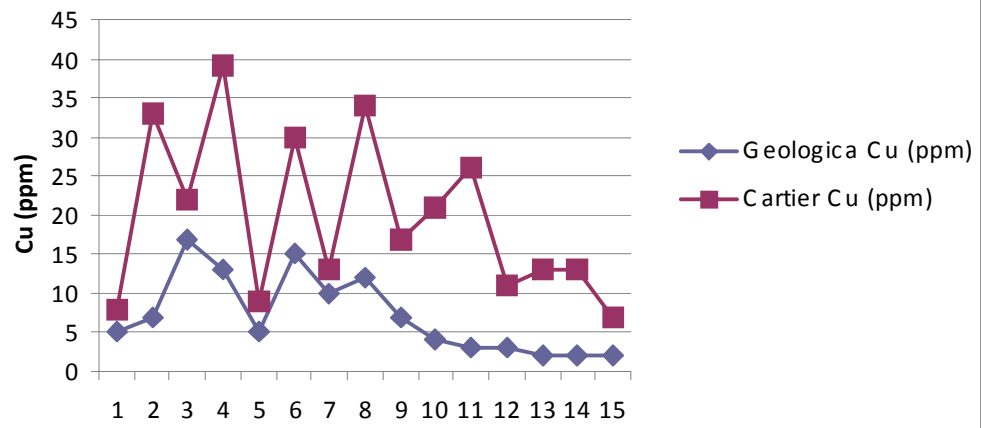
Corroboration for DDH # KI-08-22

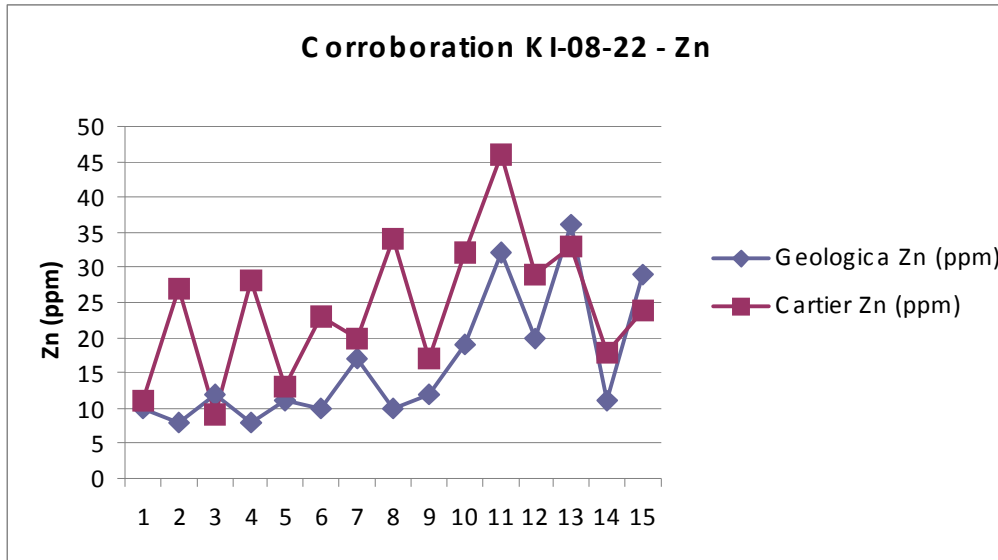
Hole #	From (m)	To (m)	GÉOLOGICA						RESSOURCES CARTIER					
			Sample	Au (ppm)	Au (ppb)	Ag (ppm)	Cu (ppm)	Zn (ppm)	Sample	Au (ppm)	Au (ppb)	Ag (ppm)	Cu (ppm)	Zn (ppm)
KI-08-22	211.00	212.42	823401	0.056	56	0.2	5	10	2984		79	0.5	8	11
KI-08-22	212.42	213.00	823402	0.094	94	0.3	7	8	2985		125	0.6	33	27
KI-08-22	213.00	214.00	823403	0.276	276	0.2	17	12	2986		160	0.4	22	9
KI-08-22	214.00	214.50	823404	0.762	762	0.4	11	7	134	Litho				
KI-08-22	214.50	216.00	823405	0.414	414	-0.2	13	8	2987		273	0.4	39	28
KI-08-22	216.00	217.00	823406	0.216	216	0.3	5	11	2988		230	0.5	9	13
KI-08-22	217.00	218.01	823407	0.711	711	0.6	15	10	2989		999	0.6	30	23
KI-08-22	218.01	219.00	823408	0.087	87	-0.2	10	17	2991		80	0.4	13	20
KI-08-22	219.00	220.00	823409	0.196	196	-0.2	12	10	2992		192	0.6	34	34
KI-08-22	220.00	221.00	823410	0.164	164	-0.2	7	12	2993		101	0.3	17	17
KI-08-22	221.00	222.00	823411	0.110	110	0.2	4	19	2994		144	0.4	21	32
KI-08-22	222.00	223.00	823412	0.143	143	0.2	3	32	2996		137	0.6	26	46
KI-08-22	223.00	223.73	823413	0.593	593	0.5	3	20	2997		237	1	11	29
KI-08-22	223.73	225.00	823414	0.115	115	0.2	2	36	2998		261	0.7	13	33
KI-08-22	225.00	226.00	823415	0.249	249	0.2	2	11	2999	0.205	282	0.4	13	18
KI-08-22	226.00	227.50	823416	0.030	30	-0.2	2	29	3001		37	0.5	7	24

Corroboration KI-08-22 - Au



Corroboration KI-08-22 - C u



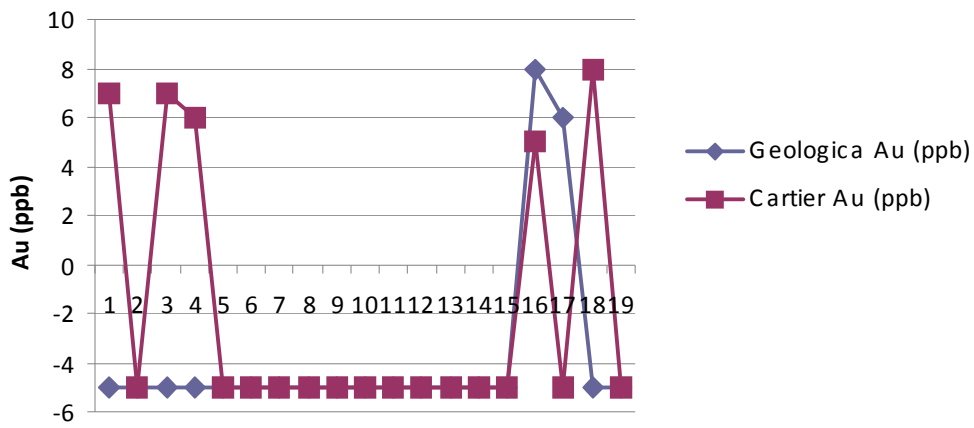


The correlation between the two (2) sampling gave 79.5% for gold, 61.2% for copper and 55.8% for zinc for which correlation is weak. Silver remains difficult to correlate, as the disparity between the samplings is too important.

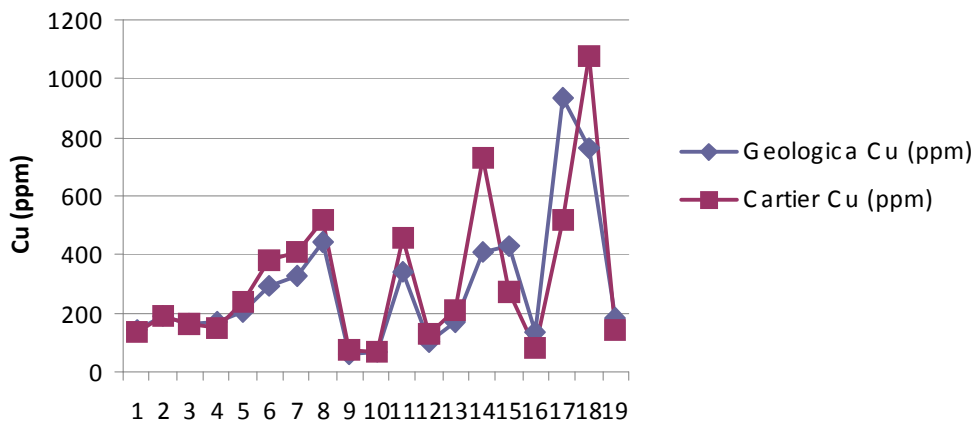
Corroboration for DDH # KI-08-25A

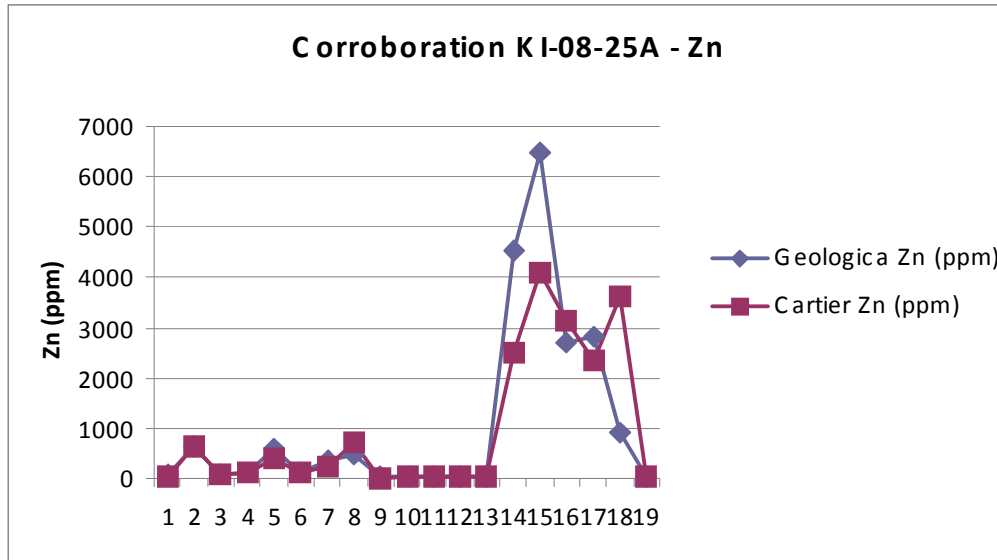
			GÉOLOGICA						RESSOURCES CARTIER					
Hole #	From (m)	To (m)	Sample	Au (ppm)	Au (ppb)	Ag (ppm)	Cu (ppm)	Zn (ppm)	Sample	Au (ppm)	Au (ppb)	Ag (ppm)	Cu (ppm)	Zn (ppm)
KI-08-25A	321	322	823432	-0.005	<5	0.3	141	66	3892		7	0.5	135	44
KI-08-25A	322	323	823433	-0.005	<5	0.3	189	655	3893		<5	0.5	192	647
KI-08-25A	323	324	823434	-0.005	<5	0.2	163	63	3894		7	0.6	166	91
KI-08-25A	324	325.19	823435	-0.005	<5	0.2	168	119	3896		6	1	151	134
KI-08-25A	325.19	326	823436	-0.005	<5	-0.2	207	595	3897		<5	0.4	237	406
KI-08-25A	326	327	823437	-0.005	<5	-0.2	296	117	3898		<5	1.5	381	124
KI-08-25A	327	327.5	823438	-0.005	<5	-0.2	329	360	3899		<5	1.4	407	248
KI-08-25A	327.5	328	823439	-0.005	<5	0.3	445	465	3901		<5	1.2	517	728
KI-08-25A	328	329	823440	-0.005	<5	-0.2	61	53	3902		<5	0.2	74	19
KI-08-25A	329	330	823441	-0.005	<5	-0.2	71	44	3903		<5	<0.1	66	42
KI-08-25A	330	330.9	823442	-0.005	<5	-0.2	340	58	3904		<5	1.1	457	40
KI-08-25A	330.9	332	823443	-0.005	<5	-0.2	99	44	3905		<5	<0.1	128	29
KI-08-25A	332	333	823444	-0.005	<5	-0.2	172	28	3906		<5	0.3	208	25
KI-08-25A	333	333.5	823445	-0.005	<5	0.5	410	4520	3907		<5	0.9	727	2490
KI-08-25A	333.5	334	823446	-0.005	<5	0.5	428	6480	3908		<5	<0.1	275	4090
KI-08-25A	334	334.5	823447	0.008	8	0.2	134	2690	3909		5	<0.1	83	3140
KI-08-25A	334.5	335	823448	0.006	6	1.2	934	2840	3911		<5	<0.1	518	2360
KI-08-25A	335	335.7	823449	-0.005	<5	0.6	766	903	3912		8	0.3	1080	3600
KI-08-25A	335.7	336.63	823450	-0.005	<5	-0.2	182	53	3913		<5	0.4	142	54

Corroboration KI-08-25A - Au



Corroboration KI-08-25A - Cu



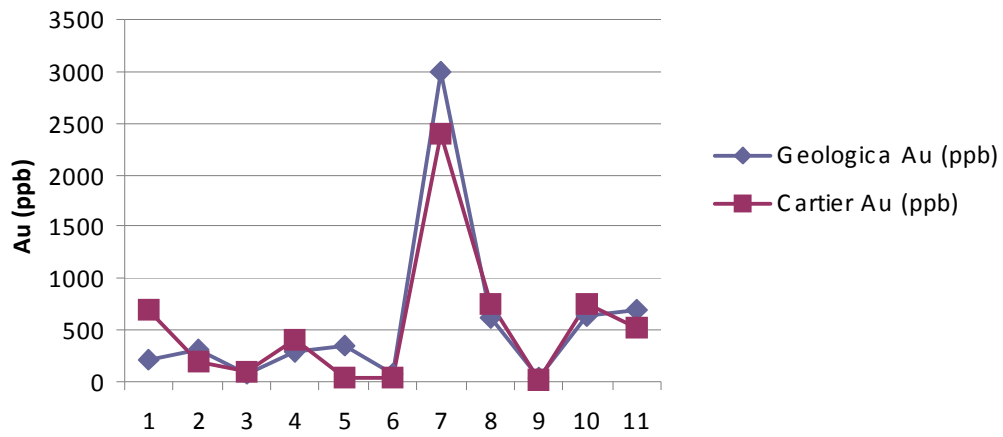


The correlation between the two samplings' (Cartier and Geologica) gave 15.7% for gold and 81% for copper and 89% for zinc. Gold shows a poor correlation in this case possibly due to high sensibility with results in ppb. The disparity or difference obtained for silver remains high and unreliable.

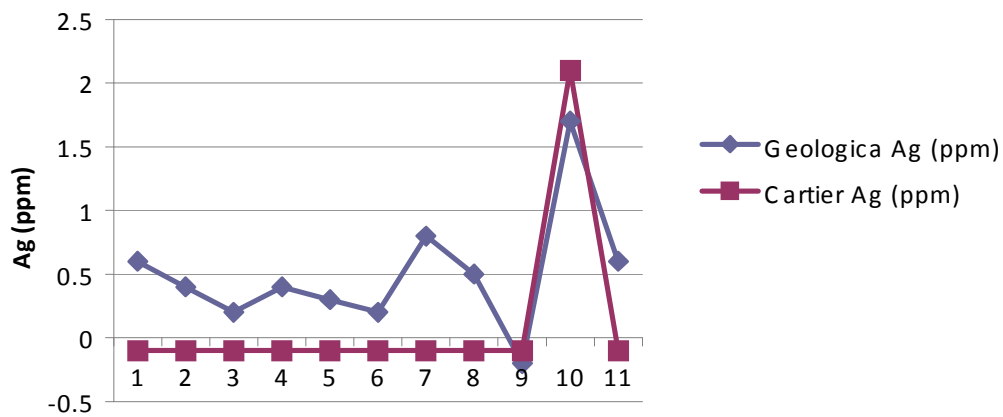
Corroboration for DDH # KI-08-34

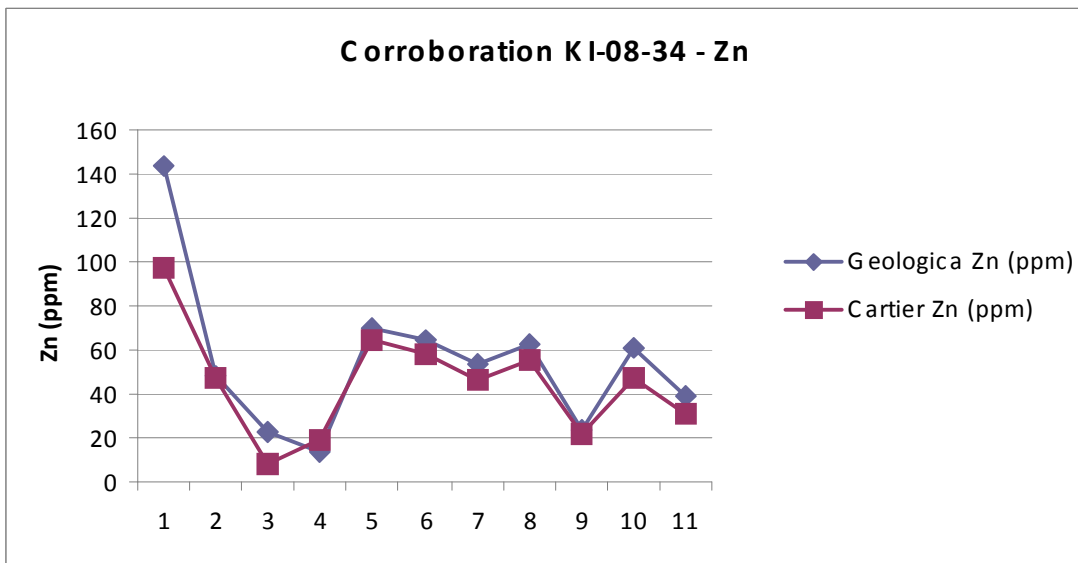
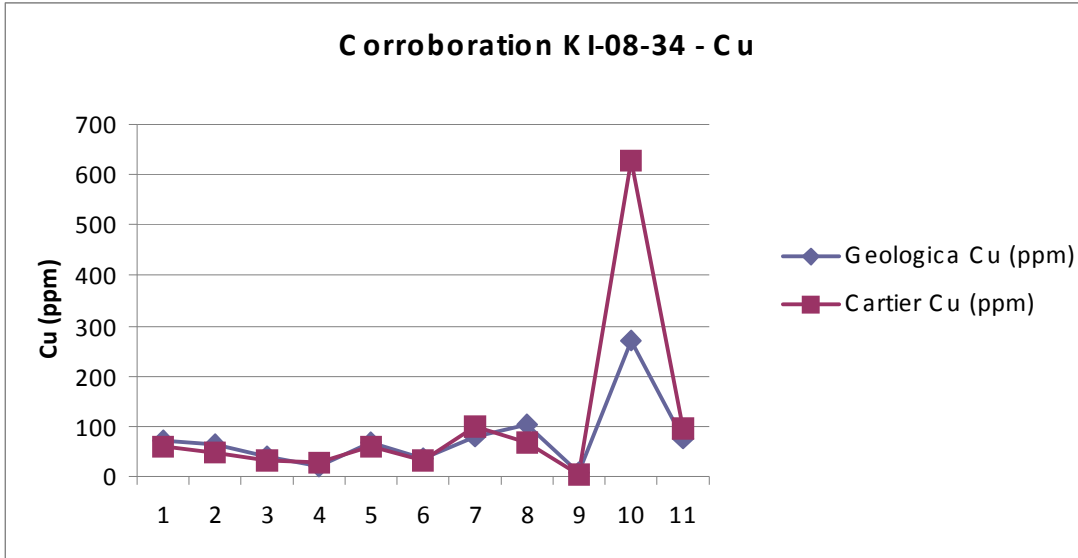
Hole #	From (m) / To (m)		GÉOLOGICA						RESSOURCES CARTIER					
			Sample	Au (ppm)	Au (ppb)	Ag (ppm)	Cu (ppm)	Zn (ppm)	Sample	Au (ppm)	Au (ppb)	Ag (ppm)	Cu (ppm)	Zn (ppm)
KI-08-34	246.5	248	823417	0.222	222	0.6	71	144	5746		689	<0.1	60	97
KI-08-34	248	249.5	823418	0.304	304	0.4	65	48	5747		186	<0.1	49	47
KI-08-34	249.5	251	823419	0.073	73	0.2	40	23	5748		97	<0.1	31	8
KI-08-34	251	252.5	823420	0.295	295	0.4	21	14	5749		413	<0.1	28	19
KI-08-34	252.5	254	823421	0.341	341	0.3	67	70	5751		37	<0.1	60	65
KI-08-34	254	255.8	823422	0.069	69	0.2	36	65	5753		43	<0.1	33	58
KI-08-34	255.8	256.1	823423	0.123	123	0.2	62	65	327	Lithochemochemistry				
KI-08-34	256.1	257.5	823424	3.000	3000	0.8	79	54	5754		2405	<0.1	99	46
KI-08-34	257.5	259	823425	0.626	626	0.5	102	63	5756		749	<0.1	69	55
KI-08-34	259	260.5	823426	0.046	46	-0.2	7	24	5757		10	<0.1	3	22
KI-08-34	260.5	261.5	823427	-0.005	<5	0.3	20	18	6197	-0.005	<5			
KI-08-34	261.5	263	823428	-0.005	<5	0.2	10	39	6198	-0.005	<5			
KI-08-34	263	264.5	823429	-0.005	<5	0.6	9	53	6199	0.007	7			
KI-08-34	264.5	266	823430	0.635	635	1.7	272	61	5781		748	2.1	630	47
KI-08-34	266	267.5	823431	0.689	689	0.6	77	39	5758		518	<0.1	97	31

Corroboration KI-08-34 - Au



Corroboration KI-08-34 - Ag





A very good correlation between samples revealed: 95.5% for gold, 83.3% for silver, 96.2% for copper and 95.6% for zinc. This confirms the reliability between the two (2) samplings.

Ore and Metallurgy tests

Section 18 of Appendix A-1 of NI 43-101 does not apply to the report. There was no Metallurgical or Ore testing done for the Kinojevis property.

Mineral Resource and Reserves Estimation

Section 19 of Appendix A-1 of NI 43-101 does not apply to the report. There was no Resource or Reserve Estimation for the Kinojevis property.

Exploration and Development

The Kinojevis property and surrounding area shows exceptional potential for gold deposit exploration, given the presence of the Destor-Porcupine Fault Zone, a major structural gold trend which crosses the property from west to east. Geological units consist of alternating komatiitic and mafic flows commonly cut by porphyritic albite dykes, syenite dykes and local magmatic breccia horizons, as well as a few rhyolite lenses. This lithological package and related alteration are similar to the setting of the Kerr Addison and Harker-Holloway mines in Ontario.

A few gold and silver showings are known in the area and more specifically on the property. The most significant, the Fayolle deposit (799,600 T @ 6.19 g/t Au) further west, was the focus of much drilling in the past and more recently by Typhoon Exploration Inc., and significant gold grades are reported.

On the Kinojevis property, the MacCormack showing was sampled in the past and more recently by one of the authors (D. Gaudreault), yielding grades ranging from 5 ppb to 7.89 g/t Au, and from 0.5 to 19.1 g/t Ag (grab samples). Mineralization is associated with fuchsite and carbonate alteration zones, and is readily comparable with other gold occurrences along the Destor-Porcupine Fault and more specifically with the ore deposit settings defined at the Kerr Addison and Harker-Holloway mines in Ontario.

The Destor-Porcupine Fault trends east-west and extends over nearly 350 kilometres, from Timmins in Ontario to the Grenville Front, northeast of Val-d'Or (Québec). Many gold deposits are known along the western segment of the fault in Québec (Beattie, Donchester, Duquesne, Yvan-Vézina and Davangus mines), whereas the Ontario segment hosts the Holt-McDermott and Harker-Holloway ore deposits as well as the vast majority of gold mines in the Matheson and Timmins gold camps. The eastward extension of the Destor-Porcupine Fault and its subsidiaries constitute major targets for gold exploration.

The potential of this fault segment, one of the most important gold trends in Québec, has been neglected due to various social and historical factors (gold was discovered and mined to the west in the early 1910s in Timmins) as well as physiographic elements (lack of exposed bedrock). The prospective tract across the Kinojevis property is almost completely masked by fluvioglacial cover consisting of up to 20 metres of clay, sand, and gravel, a major deterrent for prospectors of years past.

There is every reason to believe that the geological setting of the Duparquet area, adjacent to the west of the Kinojevis property, as described in the report by Legault et al. (ET 2006-01) of the MRNFPQ, extends onto the property. In order to discover economic ore deposits, the first phase of exploration work proposed on the property consists in acquiring much more geological data (on lithologies, structures (plumbing), and lithogeochemical analyses (alteration)) over the 48-kilometre strike length of the Destor-Porcupine Fault crossing the property. These new data can then be used to define target areas for gold mineralization, which can subsequently be followed up with more detailed work.

Recent work on the Kinojevis property succeeded, as a first pass, in confirming the mineral potential of the E-W structure along the Kinojevis River. Drill holes completed to date in the form of stratigraphic sections have provided valuable information to characterize the gold and base metal potential of this vast property. In short, the Kinojevis project involves exploring for gold and base metals along a 48-kilometre segment of the Destor-Porcupine Fault, recognized as one of the most important gold trends in Québec and Ontario. The property covers 1/8th of the 350 kilometres along the structure, and 1/4th of the Québec segment. This area has been neglected in the past, essentially because of its glacial cover. Its potential nevertheless remains among the best in the Abitibi.

In the MacCormack showing area, recent diamond drilling permitted to clearly identify the deformation corridor over a distance of 1.6 kilometers long and 200 meters wide. This shear zone is the expression of the Destor-Porcupine Fault on the Kinojevis property. It is bordered by two (2) systems (north and south) of auriferous dykes. The northern dyke system consists of strongly altered (carbonates and albite) dykes of intermediate composition. The stockwork is multi injected with quartz-carbonate veins and veinlets locally associated with disseminated auriferous pyrite. These dykes were drill intersected showing thickness varying from 25 to 70 meters.

The southern dyke system consists of quartz-feldspar porphyric felsic dykes and is intensely altered (hematized, silicified and locally albitized). The auriferous and argentiferous (Au, Ag) zones are intimately associated with albite alteration and pyritization.

In order to properly characterize and explore the property for auriferous mineralization, the emphasis will first be to orient research with rock geochemistry to detect and evaluate alteration zones, which are typically associated with precious metals. A detailed approach on structures and alterations of specific geological environments will be required. Follow up drilling completing stratigraphic cross sections in order to identify the auriferous deformation corridor. The MacCormack showing area will be drilled more in detail on the mineralized lateral and depth extensions. Chosen prioritized areas of the property will be surveyed with complementary geophysics, followed with outcrop stripping, detailed mapping and sampling.

PHASE 1: BASIC EXPLORATION WORK AND DIAMOND DRILLING

Extension of the auriferous zones in MacCormack area:

North Dyke networks or system: Six diamond drill holes, which recut the North Dyke networks or system, show the presence of a gold bearing system, with low-grade contents, recognized on more than one kilometre and good thickness (67,0 meters). One notes a small zone of enrichment in hole KI-08-29 with a content of 7.27 g/t Au over 1,0 meter. The South Dyke networks or system obtained anomalous contents of gold and silver, especially around hole KI-08-34. We recommend as Phase I, an induced polarization survey (50 km), above the shearing corridor and gold-bearing zones in order to detect zones enriched in sulphides. A provision of 7,000 meters of drilling in order to delimit the lateral and depth extension of gold-bearing envelope of the two dykes systems and to determine economic zones.

- Induced Polarization survey (50 km @ \$1,200/km) \$60,000
- Diamond drilling (7 000 m @ \$125 / m (all include¹)) \$875,000

VMS Potential (Au-Ag-Cu-Zn) of the rhyolite in the north part of MacCormack showing :

Holes KI-08-22, 31, 32, 33 and 36 recut the brecciated contact of the rhyolite, strongly altered (chlorite-sericite-silica) and sulphides, indicating the potential for the polymetallic mineralization Au-Ag-Cu-Zn. Two diamond drill holes at -400 metres for a total of 1 200 meters are recommended.

- Diamond drilling (1 200 m @ \$125 / m (all include²)) \$150,000

Rambull auriferous showing, St-Marc-de-Figuery area:

A mapping survey with stripping and sampling is recommended to verify the in-situ mineralization.

- Prospecting and reconnaissance (1 technician + 1 geologist)
15 days at \$1,300/day (including transportation) \$19,500
- Assays (Au +34 elements) = 100 samples X \$50 / sample \$5,000
- Mechanical stripping on the best anomalous zones \$30,000
- Detailed Mapping and channel sampling (1 technician + 1 geologist)
10 days at \$1,300/day (including transportation) \$13,000
- Assays (Au +34 elements) = 100 samples X \$50 / samples \$5,000

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¹ Mobilization, demobilization, water line, core box, moves, deviation test, supervision, description, assays

² Mobilization, demobilization, water line, core box, moves, deviation test, supervision, description, assays

Auriferous zones from holes KI-07-04 et 05, St-Marc-de-Figuery Area :

Three diamond drill holes to verify the extension of best values obtained in past diamond drill holes.

- Diamond drill holes (1 000 m @ \$125 / m (all include³) \$125,000

VMS extension in the St-Marc-de-Figuery area for Landôme Showing:

Altered and mineralized horizons also EM airborne anomalies extending on the Kinojevis property. This area corresponds to the extension of Porcupine-Destor corridor. A diamond-drilling program including 1000 meters is recommended.

- Diamond drill holes (1,000 m @ \$125 / m (all include⁴) \$125,000

Auriferous zone of hole KI-07-11 and the extension of the IP survey, Villemontel area:

IP survey extension and verify by diamond drilling the auriferous mineralization obtained in hole KI-07-11. Six (6) diamond drill holes are recommended.

- IP survey (30 km @ \$1,200/km) \$36,000
- Diamond drill holes (2,000 m @ \$125 / m (all include⁵) \$250,000

Extension of the Newconex deposit, Villemontel area:

Extension of copper and gold showings associated with the deformation corridor. A 40 km IP survey and two drill holes totalling 600 meters are recommended.

- IP survey (40 km @ \$1,200/km) \$48,000
- Diamond drill holes (600 m @ \$125 / m (all include⁶) \$75,000

Shear corridor to the north of hole KI-08-21, western limit of the property, Aiquebelle area:

Two holes totalling 600 meters to best define the shearing Porcupine-Destor corridor.

- Diamond drill holes (600 m @ \$125 / m (all include⁷) \$75,000

VMS potential (Au-Ag-Cu-Zn) from hole KI-08-25A, Preissac area:

The diamond drill hole KI-08-25A intersects a cherty tuff with semi-massive pyrite and magnetite. This horizon is anomalous in copper and zinc with 0.32% Zn over 2.7 metres and 0.11% Cu over 0.70 metres. Two diamond drill holes totalling 600 meters are recommended to verify Megatem anomalies.

- Diamond drill holes (600 m @ 125\$ / m (all include⁸) \$75,000

A provision for surface preparation works in the central part of the property to verify the auriferous and base metal potential – unexplored areas:

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³ Mobilization, demobilization, water line, core box, moves, deviation test, supervision, description, assays

⁴ Mobilization, demobilization, water line, core box, moves, deviation test, supervision, description, assays

⁵ Mobilization, demobilization, water line, core box, moves, deviation test, supervision, description, assays

⁶ Mobilization, demobilization, water line, core box, moves, deviation test, supervision, description, assays

⁷ Mobilization, demobilization, water line, core box, moves, deviation test, supervision, description, assays

⁸ Mobilization, demobilization, water line, core box, moves, deviation test, supervision, description, assays

• Prospecting and reconnaissance (1 technician + 1 geologist) 15 days at \$1,300/day (including transportation)	\$19,500
• Assays (Au +34 elements) = 100 samples X \$50 / sample	\$5,000
• IP survey (100 km @ \$1,200/km)	\$120,000
• Mechanical stripping on best targets	\$30,000
• Detailed mapping and channel sampling (1 technician + 1 geologist) 10 days at \$1,300/day (including transportation)	\$13,000
• Assays (Au +34 elements) = 100 samples X \$50/sample	\$5,000
• Diamond drilling (1,000 m @ \$125 / m (all include ⁹))	\$125,000

Fieldwork report including: digitalization, Data integration and modelization with appropriated softwares: Gemcom, Autocad, ArcView and others. \$100,000

Subtotal Phase 1: \$2,384,000
Administration (~5%) : \$119,000
Contingencies (~10%) : 250,000

Total Phase 1: **\$2,753,000**

PHASE 2: COMPLEMENTARY DIAMOND DRILLING (IF WARRANTED FROM PHASE 1)

Extension of auriferous zones in MacCormack area:

A provision of 8,000 meters of diamond drilling on lateral and depth extensions of auriferous mineralizations defined in Phase 1.

• Diamond drilling on priority targets 8,000 m @ \$125 / m (all include ¹⁰)	\$1,000,000
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VMS Potential (Au-Ag-Cu-Zn) of the rhyolite north of the MacCormack showing:

A provision of approximately 5,000 meters of diamond drilling on lateral and depth extensions of base metal mineralizations following results obtained in Phase 1.

• Diamond drill holes on priority targets 3,000 m @ \$125 / m (all include ¹¹)	\$375,000
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Auriferous zones of the Rambull showing, St-Marc-de-Fguery area:

A provision of 5,000 meters of complementary diamond drilling in this area if results in Phase 1 are positive.

• Diamond drill holes on priority targets 3,000 m @ \$125 / m (all include ¹²)	\$375,000
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⁹ Mobilization, demobilization, water line, core box, moves, deviation test, supervision, description, assays
¹⁰ Mobilization, demobilization, water line, core box, moves, deviation test, supervision, description, assays
¹¹ Mobilization, demobilization, water line, core box, moves, deviation test, supervision, description, assays
¹² Mobilization, demobilization, water line, core box, moves, deviation test, supervision, description, assays

VMS Potential (Au-Ag-Cu-Zn) from hole KI-08-25A, Preissac area:

A provision of 2,000 meters of complementary diamond drilling in this area if results in Phase 1 are positive.

- Diamond drill holes on priority targets
2,000 m @ \$125 / m (all include¹³) \$250,000

Fieldwork report including: digitalization, Data integration and modelization with appropriated softwares: Gemcom, Autocad, ArcView and others. \$100,000

Subtotal Phase 2: \$2,100,000
Administration (~5%) : \$105,000
Contingencies (~10%) : \$220,000

Total Phase 2: \$2,425,000
TOTAL BUDGET: \$5,178,000

DIVIDENDS AND DISTRIBUTIONS

The Company did not pay any dividends since its incorporation. It is not anticipated that any dividend will be paid on its shares in an immediate or predictable future. With the exception of solvency and accounting tests provided by the QCA, there currently are no other restrictions that might prevent the Company to pay dividends.

CAPITAL STRUCTURE

Authorized capital

The authorized share capital of the Company consists of an unlimited number of common shares. As of December 31, 2008, 19,422,182 common shares are issued and outstanding.

Common shares

Holders of common shares are entitled to receive notice of any meetings of shareholders of the Company, to attend and to cast one vote per common share at all such meetings. Holders of common shares do not have cumulative voting rights with respect to the election of directors and, accordingly, holders of a majority of the common shares entitled to vote in any election of directors may elect all directors standing for election. Holders of common shares are entitled to receive on a pro-rata basis such dividends, if any, as and when declared by the Board of Directors at its discretion from funds legally available therefor and upon the liquidation, dissolution or winding up of the Company are entitled to receive on a pro-rata basis the net assets of the Company after payment of debts and other liabilities, in each case subject to the rights, privileges, restrictions and conditions attaching to any other series or class of shares ranking senior in priority to or on a pro-rata basis with the holders of common shares with respect to dividends or liquidation. The common shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

The following table sets out the structure of the shareholders' equity and long term liabilities of the Company as of December 31, 2008.

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¹³ Mobilization, demobilization, water line, core box, moves, deviation test, supervision, description, assays

Designation	Amount authorized	As at December 31, 2008
Long-term debt		\$0
Future income taxes		\$540,912
Shareholders' equity		\$5,500,288
Share capital	Unlimited	\$5,765,098
Stock options		\$367,323
Purchase warrants		\$723,814
Deficit		\$(1,355,947)

CAPITAL STRUCTURE OF THE COMPANY ON A FULLY DILUTED BASIS

The following table sets out and summarizes the structure of the fully-diluted share capital of the Company as at December 31, 2008:

	Number of common shares	Percentage
Securities issued and outstanding	19,422,182	72.45%
Securities reserved for issuance pursuant to Desjardins options and Pacific options	536,000	2.00%
Securities reserved for issuance pursuant to purchase warrants issued under the 2007 Private Placement	4,000,000	14.92%
Securities reserved for issuance pursuant to purchase warrants issued under the 2008 Private Placement	1,411,091	5.26%
Securities reserved for issuance pursuant to options granted under the Stock Option Plan	1,440,000	5.37%
Total	26,809,273	100%

STOCK MARKET FOR THE TRADING OF SHARES

Trading price and volume

The following table sets forth information relating to the trading of the Company's common shares on the Exchange for each month or, if applicable, for each part of the month for the year ended December 31, 2008:

Period	High	Low	Volume
January 2008	\$0.63	\$0.35	1,792,855
February 2008	\$0.51	\$0.41	1,021,218
March 2008	\$0.58	\$0.395	512,600
April 2008	\$0.60	\$0.43	451,900
May 2008	\$0.53	\$0.41	398,350
June 2008	\$0.50	\$0.45	128,020
July 2008	\$0.50	\$0.42	360,620
August 2008	\$0.495	\$0.22	405,100
September 2008	\$0.35	\$0.25	259,300
October 2008	\$0.30	\$0.13	321,940
November 2008	\$0.22	\$0.11	531,000
December 2008	\$0.23	\$0.13	106,500

Prior sales

During the year ending December 31, 2008, 2,872,182 shares were issued as follows:

Date	Number of Shares	Issue Price per Share	Aggregate Issue Price	Nature of Consideration Received
May 28, 2008	50,000 ⁽¹⁾	\$0.25	12,500\$	Cash
December 23, 2008	2,822,182 ⁽¹⁾	\$0.22	\$620,880	Cash

(1) Exercises of stock options.

DIRECTORS AND OFFICERS OF THE COMPANY

General Information

The table below sets out the names of all directors and officers of the Company, their municipality of residence, their current title, their principal occupation, the number and the percentage of the common shares they hold:

Name and municipality of residence	Principal occupation for the last 5 years	Common shares held	Percentage of all shares issued and outstanding
Philippe Cloutier Val-d'Or, Province of Quebec	Geologist	908,000 ⁽³⁾	4.67%
Jean Descarreaux Val-d'Or, Province of Quebec	Geologist	811,000	4.21%
Mario Jacob ⁽¹⁾⁽²⁾ St-Nicolas, Province of Quebec	President of Capital Maximus Inc.	200,000 ⁽⁴⁾	1.03%
Daniel Massé ⁽¹⁾⁽²⁾ Quebec, Province of Quebec	Director	189,000 ⁽⁵⁾	0.97%
Jean Carrière ⁽¹⁾⁽²⁾ Westmount, Province of Quebec	Lawyer	265,500	1.06%
Jean-Yves Laliberté Rouyn-Noranda, Province of Quebec	Finance Vice-President	370,000	1.91%

(1) Member of the Audit Committee.

(2) Member of the Compensation and Succession Committee.

(3) Held by Grayton Mining Inc., a private company wholly-owned by Philippe Cloutier.

(4) Held by Maximus Capital Inc., a private company wholly-owned by Mario Jacob.

(5) Of which 100,000 common shares are held by 9083-8731 Québec Inc., a private company wholly-owned by Fiducie Gagnon of which he is the trustee.

Each director will hold office until the next annual meeting or until his successor is duly elected.

Biographies

Philippe Cloutier, P.Geo.

Philippe Cloutier received a Bachelor of Science in Geology from the University of Montreal in 1988 and a certificate in Human Resources Management. He has been working in the mining exploration field for twenty years. Philippe Cloutier is the founder and president of Grayton Mining Inc., a service and development company for the mining industry since December 2003. His areas of expertise include a full range of management operations for mineral mining exploration programs, the development and implementation of programs to identify new business opportunities and new projects. Mr. Cloutier has developed his skills working with various mining companies, such as Noranda Inc. where he worked as project geologist from 1989 to 1992, Aur Resources Inc. a mining production company, where he held the position of senior geologist from September 1996 to December 2003 and SOQUEM Inc. where he served as project geologist from October 1994 to September 1996. From 2004 to 2006, he held the position of V.P. Exploration for Alexis Minerals Corp., a mining exploration company. He specializes in the research

of deposits Cu-Zn and Au. Mr. Cloutier played a lead role in the discovery of Cu-Zn deposit in Bell-Allard South (3.4 Mt @ 1.26% Cu, 13.94% Zn, 0.67g/t Au, 42.34g/t Ag in Matagami, Quebec). More recently, he was involved in the discoveries of the Montbray and West Ansil deposits located in Rouyn-Noranda, Quebec. Since September 2002, he serves as a member of the Quebec Order of Geologist professional inspection committee, is a director of the Quebec Mineral Exploration Association (QMEA) and is a director of the Chamber of commerce of the City of Val-d'Or, Quebec.

Jean Descarreaux, Ph.D., P.Geo

Dr. Jean Descarreaux is a graduate in geology from the University of Montreal (B.Sc. 1964 and M.Sc. 1966) and from Laval University (Ph.D. 1973). His doctoral thesis was entitled « Geochemistry of the volcanic rocks of the Abitibi ». Dr. Descarreaux has 44 years of experience in the mining exploration field and in the development of mineral deposits. Throughout his career, he was consultant to junior and major mining and exploration companies throughout Canada and overseas. He has played instrumental roles in the discovery of gold and base metal deposits (respectively the Golden Pond and Estrades deposits in the Casa Berardi area, in Quebec). Dr. Descarreaux has been praised and rewarded by the geoscientific community for the development of innovative lithochemical exploration tools. He also was a founding member and president of Claude Resources Inc. from December 1980 to September 1983 and instrumental in developing several mining exploration companies. Jean Descarreaux has held various positions on industry related and public organizations such as the Quebec Prospectors Association (president from 1977 to 1978, now the Quebec Mineral Exploration Association (QMEA)), the Prospectors and Developers Association of Canada, (member of the board of directors from 1978 to 1984) of Montreal and McGill Universities Mineral Exploration Research Institute (from 1984 to 1986), and recently as a member of the board of directors (from 2001 to 2006) of SIDEX (Diversification of Exploration Investment Partnership). Dr. Descarreaux is an independent prospector since 1998.

Mario Jacob, LL.B

Mario Jacob has been President and Director of Maximus Capital Inc., a corporate financing and reorganization company, since November 2003. He has been a lawyer and member of the Quebec Bar since 1995. He is Director of Power Tech Corporation Inc. (TSX Venture Exchange: PWB), Virginia Mines Inc. (Toronto Stock Exchange: VGQ), Ressources Cartier inc. (TSX Venture Exchange: ECR) and Opsens Inc. (TSX Venture Exchange: OPS). He is also President and Director of Capital MLB Inc. (TSX Venture Exchange: MMB.P), a capital pool company. He was Director and President of Dufort Capital Inc., a capital pool company, from May 2005 to December 2005, which became Odesia Group Inc. (TSX Venture Exchange: ODS) following its qualifying transaction. Mario Jacob was also Director and Secretary of Rasa Investments Inc., a capital pool company, which became Fortune 1000 Group Inc. (now Fortsum Business Solutions Inc., TSX Venture Exchange: FRT) following its qualifying transaction, of SLC Capital Inc. which became Conporec Inc. (TSX Venture Exchange: CNX) and Demcap Investments Inc., which became iPerceptions Inc. (TSX Venture Exchange: IPE). He was Vice-President and Director of LBJ Partners Inc., a private management firm, from October 2000 to October 2004. He was a partner of Flynn Rivard, avocats, from January 1996 to October 2000. He was Corporate Secretary of Plexmar Resources Inc. (TSX Venture Exchange: PLE) from January 2002 to February 2005 and Lyrtex Inc. (TSX Venture Exchange: LTK) from August 2000 to June 2001.

Daniel Massé, Adm.A., Pl. Fin.

Daniel Massé is a graduate from Laval University with a B.Sc in Actuarial Science (1989) and a certificate in financial administration (1990). Since March 2006, Mr. Massé is president of DM Actuariat Inc. (a firm specializing in the financial assessment of personal injury damages) and of Groupe Financier Massé Inc. (a financial services and financial planning firm) since March 1996 where he acts as financial planner and financial security advisor. Mr. Massé is a member of the Ordre des administrateurs agréés du Québec since January 1993, of the Institut québécois de planification financière since July 1993 and of the Regroupement des consultants en avantages sociaux du Québec. He is an independent member of the Soquem retirement committee since 2007. Mr. Massé has also held various positions on public

organizations such as Val-d'Or's Chamber of commerce (president from 2004 to 2006), the Fédération des chambres de commerce du Québec (director from 2004 to 2006), the Foundation for the Val-d'Or Hospital (corporate secretary in 1999 and president from 2000 to 2003). He also chaired the project La Cité de l'Or, which involved the conversion of the former Lamaque mine in a tourist site (president from 1991 to 1996).

Jean Carrière, LL.L

Jean Carrière is a corporate strategy advisor to Canadian-based companies operating in a vast array of emerging business sectors. He is also a lawyer and a member of the Quebec Bar since December 1996, Mr. Carrière began his career as an associate specializing in commercial and corporate law, initially with the firm Guy & Gilbert LLP from December 1996 to August 1998 and then with the firm of Legault Joly from September 1998 to February 1999. From February 1999 to October 2003, he joined Bell Canada and its subsidiaries, initially serving as Legal Counsel for various business units involved in print directories, new media and e-commerce and then as director – Corporate development and strategic alliances for the business-to-business portal operated by Bell Canada. Mr. Carrière is a graduate of Concordia University, where he obtained a Bachelor of Arts in May 1990 and a Master of Arts in Political Sciences in October 1992, and of the University of Ottawa where he obtained his degree in Civil Law (LL.L) in May 1995.

Jean-Yves Laliberté, CA

M. Jean-Yves Laliberté graduated with a bachelor's degree in Accounting from l'Université du Québec en Abitibi-Témiscamingue in 1985, and is a member of the Order of Chartered Accountants of Québec since 1988. From 1994 to 2006, he was vice president finances for Richmond Mines Inc., a mining operator, and of the Société minière Louvem Inc., also a mining operator. Since March 2006, he is consultant for several companies and has acted as CFO for Scorpio Mining Company from April 2006 to April 2007. He is also director of X-Ore Inc., an exploration company and since June 26, 2008, director of Orbit Garant Drilling inc a company listed on the Toronto Stock Exchange and having drilling activities in four different countries.

Philippe Berthelot, P.Geo.

Philippe Berthelot received a Bachelor of Science in Geology from the University of Quebec in Montreal in 1984 and has been working in the mining exploration field for 24 years. His areas of expertise include a full range of management operations for mineral mining exploration programs and projects, the development and implementation of programs to identify new projects. Mr. Berthelot has developed his skills working with various mining companies, such as Mines de Métaux Abitibi Ltée. (from 1987 to 1988), SEREM Québec Inc. (from 1989 to 1993), Géonova Explorations Inc. (from 1994 to 1999), Aur Ressources Inc. (from 2001 to 2003) where he served as senior project geologist and from 2004 to June 2007, he acted as consultant for Alexis Minerals Company for which he was in charge of the Cadillac gold mining projects, of the Rouyn mining camp and of the Lac Pelletier mining project. Mr. Berthelot also founded NOMANS Resources Inc., a private company which transferred its assets to **Niogold** Mining Corporation in 2002.

Corporate Cease Trade Orders or Bankruptcies

Within 10 years before the date of this Annual information Form, none of the directors, executive officers or promoters of the Company or unitholders holding a sufficient number of securities of the Company to affect materially its control have been a director, executive officer or promoter of any other person or company, while that person was acting in that capacity:

- (a) has been subject of a cease trade or similar order or an order that denied access to any exemption under the applicable securities legislation, for a period of more than 30 consecutive days; or

- (b) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Penalties or Sanctions

None of the directors, executive officers or promoters of the Company or unitholders holding a sufficient number of securities to affect materially its control have been subject to any penalties or sanctions imposed by a court relating to securities legislation or a securities regulatory authority or entered into a settlement agreement with a securities regulatory authority or has been subject to any penalties or sanctions by a court or regulatory body that would likely be considered important to a reasonable shareholder of the Company having to take a decision on the operation.

Individual Bankruptcies

None of the directors, executive officers or promoters of the Company or unitholders holding a sufficient number of securities of the Company to affect materially its control or a personal holding company of any of these persons, during the ten years prior to the date hereof, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or became subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his or her assets.

Conflicts of Interest

There are potential conflicts of interest to which some of the directors and officers of the Company could be subjected in connection with the operations of the Company. Some of the directors and officers are engaged in and will continue to be engaged in companies or businesses which may be in competition with the Company. Accordingly, situations may arise where some of the directors, officers and promoters will be in direct competition with the Company. Conflicts of interest, if any, will be subject to the procedures and remedies as provided under Part 1A of the QCA.

PROMOTERS

Between the date of the incorporation of the Company (July 17, 2006) and the date of the closing of the Qualifying Transaction (May 31, 2007), André Gaumond could have been considered as the promoter of the Company, which was then a CPC, considering the role he is playing in the organization and in the management of the Company.

Since May 31, 2007, Mr. Philippe Cloutier, the President of the Company, can be considered as the promoter of the Company, considering the role he is playing in the organization and in the management of the Company's business.

With respect to the acquisition, which was negotiated at arm's length, Grayton Mining Inc., a private company wholly-owned by Philippe Cloutier, received on May 31, 2007 850,000 common shares of the Company at a price of \$0.45 per share.

PROCEEDINGS

There is no dispute related to the Company's property or properties in which the Company is a party.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

See the "Promoters" section for further details on the interest of management and others in material transactions.

TRANSFER AGENT AND REGISTRAR

Since March 16, 2009, the transfer agent and registrar is Computershare Investor Services Inc., having its place of business at 1500 University Street, Suite 700, Montreal, Quebec, H3A 3S8. Previously, the transfer agent and registration was CIBC Mellon Trust Company having its place of business at 2001, University Street, Suite 1600, Montreal, Quebec, H3A 2A6.

MATERIAL CONTRACTS

The Company has not entered any material contracts entered during the financial year ended December 31, 2008.

INTERESTS OF EXPERTS

Alain-Jean Beauregard, geologist, OQG, FGAC, AEMQ and Daniel Gaudreault, geological engineer, OJQ, AEMQ are the qualified persons as defined by NI 43-101 in connection with the Kinojevis property.

The technical report entitled "*Rapport technique selon la Norme 43-101 sur la propriété Kinojevis – Cantons Manneville, Villemontel et Figuery, Abitibi, Québec*" has been prepared according to NI 43-101 and some technical information relating to mining projects of the Company referred to in this Annual information Form have been take out of this report.

This report is available on www.sedar.com, and a summary of it has been presented in this Annual information Form.

None of the aforementioned firms or persons held any shares of the Company or of any associate or affiliate of the Company when they prepared the reports referred to above or following the preparation of such report nor did they receive any direct or indirect interest in any shares of the Company or of any associate or affiliate of the Company in connection with the preparation of such report.

Geologica Groupe-Conseil inc., nor any directors, officers or employees of this firm, are currently expected to be elected, appointed or employed as a director, officer or employee of the Company or of any associate or affiliate of the Company.

As at December 31, 2008, Samson Bélair/Deloitte & Touche, 430, 3^{ième} rue, bureau 204, Val-d'Or, Quebec, J9P 1S2 were the Company's independent auditors.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com or on the website of the Company at www.ressourcescartier.com. Other financial information may be obtained on the audited Company's financial statements and in the management's discussion and analysis related thereto for the year ended December 31, 2008.

AUDIT COMMITTEE

Charter and Composition of the Audit Committee

The text of the audit committee's charter is attached hereto as Schedule "A". The members of the audit committee of the Company are Daniel Massé, president of the committee, Jean Carrière and Jean Descarreaux. All such members are financially literate and independent members of the audit committee, as such terms are defined in *Multilateral Instrument 52-110 Audit Committees* ("MI 52-110").

Audit Committee Oversight

At no time since the commencement of the latest Company's financial year was a recommendation of the audit committee to nominate or compensate an external auditor not adopted by the Board of directors.

Reliance on Certain Exemptions

At no time since the commencement of the latest Company's financial year has the Company relied on the exemption provided under section 2.4 of MI 52-110 (*De minimis Non-audit Services*) or an exemption from MI 52-110, in whole or in part, granted under Part 8 of MI 52-110 (*Exemptions*).

However, the Company is not required to comply with Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*) of MI 52-110 given that it is a venture issuer as defined in MI 52-110.

External Auditor Service Fees

The aggregate fees billed by the Company's external auditors in each of the last two (2) fiscal years are as follows:

Financial Year Ending	Audit Fees	Audit-Related Fees	Tax Fees	All Other Fees
December 31, 2008	\$26,625	Nil	\$5,220	Nil
December 31, 2007	\$28,826	\$18,038	\$4,325	Nil

SCHEDULE A

AUDIT COMMITTEE CHARTER

1. GOALS AND GENERAL OBJECTIVES

The audit committee members are selected among the board of directors of Ressources Cartier Inc. (the “**Company**”). The Audit Committee (the “**Committee**”) assists the board or directors (the “**Board**”) in fulfilling its oversight responsibilities for:

- the integrity of the Company’s financial statements;
- the Company’s compliance with legal and regulatory requirements;
- the independent auditor’s qualifications and independence;
- the performance of the Company’s independent auditors and internal audit function;
- the Company’s system of disclosure controls and procedures, internal controls over financial reporting and compliance with ethical standards adopted by the Company.

Consistent with this function, the Committee should encourage continuous improvement of, and should foster adherence to, the Company’s policies, procedures, and practices at all levels. In exercising its functions, the Committee maintains open communication among the Board, the management as well as with the internal and external auditors.

2. POWERS

The Board authorizes the Committee to investigate into any matters within the scope of its responsibilities and is empowered to:

- ask for information when needed to:
 - all employees (and all employees are directed to cooperate when the Committee makes a request);
 - third parties.
- obtain legal or other counsel from outside professionals; and
- invite, when deemed necessary, the directors of the Company to participate in meetings.

The Company will provide appropriate funding, as determined by the Committee, for compensation to the independent auditor, to any advisors that the Committee chooses to engage, and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

3. ORGANIZATION

Members

- 3.1 The Committee is comprised of three (3) members, all of whom do not hold any direct management position within the Company and those members are named by the Board.

Each committee member will be a person other than an officer or employee of the Company or its subsidiaries or any other individual having a relationship which, in the opinion of the Board, would interfere with the exercise of his or her independent judgment in carrying out the responsibilities of a director.

- 3.2 All members must be financially literate. The definition of “financially literate” is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues than can reasonably be expected to be raised by the Company’s financial statements. The Board will determine whether at least one member of the committee qualifies as an “audit committee financial expert”. The existence of such a member, including his or her name and whether or not he or she is independent, will be disclosed in periodic filings. Committee members are encouraged to enhance their familiarity with finance and accounting by participating in educational programs, including those conducted by the Company or outside consultants.
- 3.3 The mandate of the members is for one year, automatically renewable, unless otherwise instructed or upon resignation. Unless a chairperson is elected by the full board, the members of the committee may designate a chairperson by majority vote.
- 3.4 Quorum for all meetings will be two members.
- 3.5 The secretary of the Committee will be the Company secretary or any other person nominated by the Committee.

Attendance in Meetings

- 3.6 If deemed necessary, the Committee may invite other people (such as the Chief Executive Officer, the Treasurer and the head of the internal auditing function) to participate in the meetings.
- 3.7 A part of its responsibility to foster open communication, the committee will meet periodically with management, the head of the internal auditing function, and the independent auditor in separate executive sessions and when appropriate to present their reports.
- 3.8 The Committee will meet periodically as required to fulfill its obligations either telephonically or by other means. Special meetings may be held when needed either telephonically or by other means.
- 3.9 Each regularly scheduled meeting will conclude with an executive session of the Committee absent members of management.
- 3.10 Brief minutes of each meeting must be recorded.

4. ROLES AND RESPONSIBILITIES

In the scope of its mandate, the Committee:

- 4.1. reviews this charter periodically, at least annually, and recommend to the Board any necessary amendments.
- 4.2. must periodically report on the results of examination of the business and makes recommendations to the Board.

External Audit

- 4.3. The Committee establishes methods to ensure the independence and qualifications of the external auditor, namely:
 - i) recommends to the Board the external auditor to be named for the audit; the nomination will be put forward for approval to the shareholders at the annual meeting;
 - ii) ensures that the external auditor operates independently from the Board and the Committee. It could recommend, if required, the dismissal of the external auditor;

- iii) must examine yearly and discuss the external auditor's report, detailing all elements that could have an effect upon its independence, and including all services performed and fees submitted by the external auditors. The auditor could be invited to participate in this discussion, if necessary;
- iv) when a change of auditors is foreseen, examines all questions related to this change, notably those relative to information that must contain a notice of change of auditor as promulgated by applicable rules and regulations, and the steps that must be followed to permit an orderly transition;
- v) whether or not a change in auditors is foreseen, examines systematically the events to declare conforming to those rules and regulations (disagreements, questions out of order and consultations);
- vi) examines and approves the hiring policies for employees or former employees of the independent auditor;
- vii) The external auditor reports directly to the Committee.
- viii) The auditor's report should be used to evaluate the independent auditor's qualifications, performance, and independence. Furthermore, will review the experience and qualifications of the lead partner and other senior members of the independent audit team each year and determines that all partner rotation requirements, as promulgated by applicable rules and regulations, are executed.
- ix) The Committee oversees the resolution of disagreements between management and the external auditor if they arise;
- x) Since some services provided by the auditor are not incompatible with their independence or the appearance of such independence, the Committee reviews and pre-approves both audit and non-audit services to be provided by the independent auditor. The authority to grant pre-approvals may be delegated to one or more designated members of the Committee whose decisions will be presented to the full Committee at its next regularly scheduled meeting. Approval of non-audit services will be disclosed to investors in periodic reports.

Financial Information

- 4.4. The Committee supervises the process of the audit, establishes the means and the disclosure of the financial information, in particular:
- i) the instigation of an internal control system, surveillance of the system's application, the review of the integrity of the organization's financial reporting processes and internal control structure and the verification of the accuracy of the financial information to be divulged;
 - ii) meets with the independent auditor and management to discuss the annual audited financial statements and quarterly financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operation" and any other filing with regulatory authorities or press release related to the financial results;
 - iii) reviews all documents with financial information, verified or not, before their publication;
 - iv) reviews the audit plan with the external auditor and management;

- v) examines, along with management and the external auditor, the proposed changes relative to general accounting principals and critical accounting policies, examine the impact of risks and uncertainties as well as management's estimates and important decisions that could have a significant effect on the financial information. The Committee will discuss all alternatives treatments that have been discussed with management;
- vi) questions the management and the external auditor on important issues pertaining to financial information that has been discussed during the course of the last fiscal period, and suggests solutions. The Committee will also discuss the schedule of unadjusted differences;
- vii) studies problems encountered by the external auditor during the audit, in particular those arising because of restrictions imposed by management or on significant accounting questions where there is disagreement with management;
- viii) reviews the annual financial statements and the external auditor's report and obtains explanations from management on all significant differences compared to other periods;
- ix) examines the post-audit letter or the letter of recommendations from the external auditor as well as management's response and the actions taken in reaction to the recommendations;
- x) where applicable, reviews management's assertion on its assessment of the effectiveness of internal control as of the end of the most recent fiscal year, examines the external auditor's evaluation of internal controls as well as the response of management;
- xi) reviews the treasurer's reports, management's response and the actions taken in reaction to the recommendations;
- xii) reviews the nomination of the person in management responsible for financial matters and that of all other persons with similar functions who participate in the process of the disclosure of financial information;
- xiii) reviews that adequate procedures are in place to review Company's public disclosure of financial information extracted or derived from its financial statements and periodically assesses the adequacy of those procedures;
- xiv) keeps informed, through the external and internal auditors, of any weakness in the systems that could cause errors or deficiencies in financial reporting or deviations from the accounting policies of the Company or from applicable laws and regulations;
- xv) reviews the effect of regulatory and accounting initiatives, as well as off-balance-sheet structures, on the financial statements of the Company;
- xvi) reviews and approves all related-party transactions, defined as those transactions required to be disclosed.

Complaints

- 4.5. Establishes procedures for the receipt, retention, and treatment of complaints regarding accounting, internal accounting controls, or auditing matters.
- 4.6. Establishes procedures for the confidential, anonymous submission by Company employees regarding questionable accounting or auditing matters.

Code of Ethics

- 4.7. Establishes, reviews, and updates periodically a code of business conduct and ethics and determines whether management has established a system to enforce this code. Determines whether the code is in compliance with all applicable rules and regulations.
- 4.8. Reviews management's monitoring of the Company's compliance with its code of business conduct and ethics, and determines whether management has the proper review system in place such that the Company's financial information disseminated to governmental organizations and the public satisfy legal requirements.

Internal Audit

- 4.9. The Committee:
 - i) reviews the activities of the internal auditing services;
 - ii) reviews and approves the internal auditor's mandate;
 - iii) reviews with the independent auditor, the internal auditing department, and management the extent to which changes or improvements in financial or accounting practices have been implemented;
 - iv) periodically reviews with the internal audit director any significant difficulties, disagreements with management, or scope restrictions encountered in the course of the function's work.

Others

- 4.10. Reviews, with the Company's counsel, legal compliance matters, including corporate securities trading policies.
- 4.11. Reviews, with the Company's counsel, any legal matter that could have a significant impact on the Company's financial statements.
- 4.12. Discusses policies with respect to risk assessment and risk management, including appropriate guidelines and policies to govern the process as well as the Company's major financial risk exposures and the steps management has undertaken to control them.
- 4.13. Conducts an annual performance assessment relative to the Committee's purpose, duties, and responsibilities outlined herein.
- 4.14. Performs any other activities consistent with this charter, the Company's bylaws, and governing law, as the Board deems necessary or appropriate.