No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. These securities have not been and will not be registered under the United States Securities Act of 1933, as amended, and, subject to certain exceptions, may not be offered or sold within the United States. See "Plan of Distribution".

Initial Public Offering and
Secondary Offering by Way of Dividend in Kind

July 3, 2007

PROSPECTUS

VISIBLE GOLD MINES INC.

Minimum Offering: 3,000 Units	**Maximum Offering: 5,000 Units**
$3,000,000	**$5,000,000**

Each Unit consists of: (i) 1,000 "flow-through" common shares of Visible Gold Mines Inc. (the "Company") at a price of $0.50 per share ($500); (ii) 1,250 common shares at a price of $0.40 per share ($500); and (iii) 1,125 common share purchase warrants, with each warrant entitling the holder to acquire one additional common share of the Company at a price of $0.60 for a period of two years. See "Details of the Offering".

There is currently no market through which these securities may be sold and purchasers may not be able to resell the securities purchased under this prospectus. The TSX Venture Exchange ("TSXV") has conditionally accepted the listing of the shares and warrants distributed under this prospectus. A final exchange bulletin will be issued upon the Company fulfilling all the listing requirements of the TSXV. The offering price of the Units was determined by negotiation between the Company and Desjardins Securities Inc. (the "Agent").

This prospectus also qualifies the distribution by Fieldex Exploration Inc. ("Fieldex") of an aggregate of 7,439,931 common shares of the Company to the shareholders of record of Fieldex as of the close of business on the record date to be set for such distribution, referred to herein as the "Fieldex Distribution". The TSXV has conditionally accepted the listing of the common shares to be distributed under the Fieldex Distribution. A final exchange bulletin will be issued upon the Company fulfilling all the listing requirements of the TSXV. The common shares of Fieldex are listed on the TSXV. The Company will not receive any proceeds from the Fieldex Distribution. See "Fieldex Distribution".

The securities offered pursuant to this prospectus are speculative in nature. There are numerous risks involved in holding the shares of a company, such as the Company, that is in the business of exploring for gold and other precious metals. See "Risk Factors".

Price: $1,000 per Unit

	Price to public	**Agent's fee[(1)(2)]**	**Net proceeds to the Company[(3)]**
Per Unit	$1,000	$100	$900
Minimum Offering[(4)]	$3,000,000	$300,000	$2,700,000
Maximum Offering[(5)]	$5,000,000	$500,000	$4,500,000

(1) The Agent's fee will be $75 per Unit with respect to subscriptions from insiders of the Company and certain other persons, subject to aggregate maximum subscriptions by such persons of $2 million.

(2) As additional remuneration, the Company will grant non-transferable warrants (the "Compensation Warrants") to the Agent, entitling it to acquire a number of additional common shares (the "Compensation Shares") that is equal to 7% of the total number of "flow-through" common shares and common shares comprised in the Units issued hereunder. The Compensation Warrants may be exercised at any time during a period of two years following the date of their grant at a price of $0.50 per share. This prospectus also qualifies the distribution of the Compensation Warrants and the Compensation Shares. See "Plan of Distribution".

(3) Before deducting the expenses of the offering estimated at $200,000, which will be paid by the Company.

(4) Subscription proceeds will be received by the Agent, or by any other securities dealer authorized by the Agent, and will be held by the Agent in trust until the initial closing. With respect thereto, the Agent agrees to maintain a register containing the date of subscription, the name and account number or address of each subscriber, as well as the number of securities subscribed by each subscriber. If a closing for a minimum of

3,000 Units has not occurred by October 5, 2007, all subscription funds will be returned to the subscribers, without interest or deduction, as soon as possible thereafter.

(5) The Company has granted the Agent an option (the "Over-Allotment Option") to sell up to 750 additional Units, representing 15% of the number of Units offered hereby, to cover over-allotments, if any. The Over-Allotment Option may be exercised at the offering price for a period of 60 days from the date of closing of this offering. If the Agent exercises the Over-Allotment Option in full, the total price to the public will be $5,750,000, the Agent's fee will be $575,000, and the net proceeds to the Company will be $5,175,000. This prospectus qualifies the distribution of the Over-Allotment Option to the Agent and the Units, if any, issued upon the exercise of the Over-Allotment Option. See "Plan of Distribution".

The Agent conditionally offers the Units offered hereby (the "Offering"), subject to prior sale, if, as and when issued and delivered by the Company and accepted by the Agent in accordance with the conditions contained in the Agency Agreement referred to under "Plan of Distribution", and subject to the approval of certain legal matters on behalf of the Company by Heenan Blaikie LLP, and on behalf of the Agent by Colby, Monet, Demers, Delage & Crevier L.L.P.

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that the closing of the Offering will take place on or about July 10, 2007, or on such other date as may be agreed upon, but in any event no later than October 5, 2007. The definitive certificates representing the common shares and warrants forming the Units will be available for delivery at the closing.

Tax Deductions

The Company will incur Canadian exploration expense ("CEE") in an amount equal to the subscription price of the "flow-through" shares comprised in the Units before December 31, 2008 and will renounce such CEE, before March 31, 2008, in favour of the subscribers for the "flow-through" common shares, thereby giving them the right to a 150% deduction at the provincial level (for Québec residents) and a 100% deduction plus 15% tax credit at the federal level for the 2007 taxation year. See "Illustration of Possible Tax Deductions", "Capital Gain Tax Consequences" and "Federal Income Tax Considerations Relating to the Offering".

How to Subscribe

Subscriptions for Units will be effected through the Agent, or any other securities dealer authorized by the Agent, as agent for the subscribers, the whole pursuant to the subscription agreement described under "Details of the Offering".

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ELIGIBILITY FOR INVESTMENT

In the opinion of Heenan Blaikie LLP, counsel to the Company, and Colby, Monet, Demers, Delage & Crevier L.L.P., counsel to the Agent, the common shares and warrants comprised in the Units, on the date of their issuance, will be qualified investments for trusts governed by registered retirement savings plans, registered retirement income funds, deferred profit sharing plans and registered education savings plans under the *Income Tax Act* (Canada).

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain of the information contained in this prospectus may contain "forward-looking statements". Forward-looking statements may include, among others, statements regarding the Company's future plans, costs, objectives or economic performance, or the assumptions underlying any of the foregoing, including those described under "Business of the Company" and "Management's Discussion and Analysis". In this prospectus, words such as "may", "would", "could", "will", "likely", "believe", "expect", "anticipate", "intend", "plan", "estimate" and similar words are used to identify forward-looking statements. Forward-looking statements should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether, or the times at or by which, such future performance will be achieved. Forward-looking statements are based on information available at the time and/or management's good faith belief with respect to future events and are subject to known and unknown risks, uncertainties and other unpredictable factors, many of which are beyond the Company's control. These risks and uncertainties include, but are not limited to, those described under the heading "Risk Factors", and could cause actual events or results to differ materially from those projected in any forward-looking statements. The Company does not intend, nor does it undertake any obligation, to update or revise any forward-looking statements contained in this prospectus to reflect subsequent information, events or circumstances or otherwise.

All monetary amounts set forth in this prospectus are expressed in Canadian dollars, unless otherwise indicated.

PROSPECTUS SUMMARY

The following is a summary of the principal features of this distribution and should be read together with the more detailed information and financial data and statements contained elsewhere in this prospectus.

The Company

The Company was incorporated under the *Canada Business Corporations Act* on January 24, 2007 as a wholly-owned subsidiary of Fieldex. No later than the closing of this Offering, the Company's mining exploration assets will be comprised of: (i) the Stadacona East property in Rouyn township, Québec, which the Company will acquire from Fieldex prior to the closing of this Offering, and in respect of which a technical report has been prepared in conformity with National Instrument 43-101, "Standards of Disclosure for Mineral Projects"; (ii) the Hazeur property in the Chibougamau region of Québec, which the Company will also acquire from Fieldex no later than the closing of this Offering; and (iii) the Rapide Elliot property in the Kipawa region of Québec, which the Company acquired in January 2007 from two arm's-length parties. See "Business of the Company". The Company may acquire additional interests in gold and base metal exploration properties in the future, some of which may be acquired by way of option or otherwise from Fieldex's existing portfolio of properties. Since incorporation, the Company has had no operations other than those referred to above, and the issuance in April 2007 of an aggregate of 1,969,998 common shares by way of private placement. The shares were issued to an aggregate of 18 investors at a price of $0.30 per share, for gross proceeds to the Company of $591,000. See "Prior Sales".

The Offering

Issuer:	Visible Gold Mines Inc. (the "Company").
Issue:	A minimum of 3,000 Units and a maximum of 5,000 Units.
Price:	$1,000 per Unit.
Amount:	A minimum of $3 million and a maximum of $5 million.
Offering:	Each Unit consists of: (i) 1,000 "flow-through" common shares of the Company at a price of $0.50 per share ($500); (ii) 1,250 common shares at a price of $0.40 per share ($500); and (iii) 1,125 common share purchase warrants, with each warrant entitling the holder to acquire one additional common share of the Company at a price of $0.60 for a period of two years. See "Details of the Offering".
Agent's Fee and Compensation Warrants:	The Agent's fee will be $75 per Unit with respect to subscriptions from insiders of the Company and certain other persons, subject to aggregate maximum subscriptions by such persons of $2 million, and $100 per Unit in respect of any other subscription. As additional compensation, the Company will grant non-transferable warrants (the "Compensation Warrants") to the Agent, entitling it to acquire a number of additional common shares (the "Compensation Shares") that is equal to 7% of the total number of "flow-through" common shares and common shares comprised in the Units issued hereunder. The Compensation Warrants may be exercised at any time during a period of two years following the date of their grant at a price of $0.50 per share. This prospectus also qualifies the distribution of the Compensation Warrants and the Compensation Shares. See "Plan of Distribution".
Use of Proceeds:	The estimated net proceeds to the Company from this Offering will be $2.5 million in the event of a minimum offering and $4.3 million in the event of a maximum offering, in both cases after deducting the Agent's fee and the estimated expenses of the Offering, but without giving effect to the exercise of the Over-Allotment Option. The Company intends to use the net proceeds as follows:

	Minimum Offering	Maximum Offering
Exploration work – Stadacona East property.............................	$2,167,325	$2,167,325
Unallocated working capital and property acquisitions	332,675	2,132,675
Total	$2,500,000	$4,300,000

Given the nature of exploration work, it should be noted that re-allocation of the amounts mentioned above could become necessary under certain circumstances, especially based on the results obtained in carrying out the above-mentioned work. See "Use of Proceeds".

Dividend Policy:

The Company's current intention is to reinvest all future earnings in order to finance the growth of its business. As a result, the Company does not intend to pay dividends in the foreseeable future.

Risk Factors:

There are risks inherent in the Company's business and operations that may adversely affect the value of its securities. Potential investors should carefully review this prospectus and consider the matters discussed under the heading "Risk Factors" beginning on page 41 of this prospectus. Such risks include the following:

Resource exploration is a speculative business and involves a high degree of risk. There is no known body of commercial ore on the Stadacona East property and there is no certainty that the expenditures to be made by the Company in the exploration of the Stadacona East property or otherwise will result in discoveries of commercial quantities of minerals. Significant capital investment is required to achieve commercial production from successful exploration efforts. Any figures for mineral resources contained in this prospectus are estimates and no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized. Market fluctuations and the prices of metals may render resources uneconomic. There is no assurance that any of the Company's exploration properties possess commercially mineable bodies of ore. All of the Company's properties, including the Stadacona East property, are in the exploration stage as opposed to the development stage and have no known body of economic mineralization. As the Company does not have revenues, it will be dependent upon future financings to continue its plan of operation. The Company has not generated any revenues since its incorporation. The Company has incurred losses and there is no assurance that it will ever be profitable. The Company's success is highly dependent upon the performance of key personnel working in management, supervisory and administrative capacities or as consultants. The loss of the services of its senior management or key personnel could have a material and adverse effect on the Company and its business and results of operations. The Company's success depends to a significant extent on the performance and continued service of independent contractors. There is no assurance that the Company's title to its mineral exploration properties will not be challenged. Some of the Company's mineral claims may be subject to surface rights of private landowners. There is no assurance that the Company will obtain required permits and licenses. The Company's potential profitability depends upon factors beyond its control. Fluctuation of mineral prices may affect the Company's financial results. There is aggressive competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. If any of the Company's properties are proven to host economic reserves of metals, mining operations will be subject to federal, provincial and local laws relating to the protection of the environment, including laws regulating removal of natural resources from the ground and the discharge of materials into the environment. The Company may not always be able or may choose not to obtain insurance for many of the risks that it faces. The Company has never operated as a stand-alone company. Upon completion of this Offering and the Fieldex Distribution, the Company will function as an operating company independent of Fieldex, and Fieldex will have no obligation to provide assistance to the Company. Fieldex shareholders who receive common shares as part of the Fieldex Distribution may choose to sell those shares, which could depress the trading price of the Company's common shares for as long as those sales are continuing. Share prices are subject to changes because of numerous factors beyond the Company's control, including reports of new information, changes in the Company's financial situation, the sale of the Company's common shares in the market, the Company's failure to achieve financial results in line with the expectations of analysts, or announcements by the Company or any of its competitors concerning results. There has been no prior public market for the Company's common shares, and an active trading market may not develop or, if it does develop, may not be sustained. The Company's financial statements may not reflect its financial condition and results of operations on a stand-alone basis.

Closing:	On or about July 10, 2007 but no later than October 5, 2007.

Fieldex Distribution

Fieldex will distribute to its shareholders, by way of dividend, one common share of the Company for every six shares of Fieldex held by its shareholders. The following is a summary of the principal features of the Fieldex Distribution and should be read by Fieldex shareholders together with the more detailed information contained in this prospectus under the heading "Fieldex Distribution". Such distribution is not being made through the Agent, which makes no representation in relation thereto.

Distributing Company:	Fieldex will distribute to its shareholders an aggregate of 7,439,931 common shares of the Company's that Fieldex currently owns. See "Prior and Future Sales".
Distribution Ratio:	Fieldex shareholders will receive one common share of the Company for every six common shares of Fieldex held of record as of the close of business on the record date for the Fieldex Distribution. No fractional common shares will be distributed in connection with the Fieldex Distribution and Fieldex shareholders will not receive any cash payment in lieu of fractional shares to which they would otherwise be entitled.
Record Date:	The record date for the Fieldex Distribution will be set by the Board of Directors of Fieldex. Fieldex will issue a press release announcing the record date for the Fieldex Distribution in conformity with the applicable policies of the TSXV.
Delivery Date:	The delivery of the Company's common shares to Fieldex shareholders of record as at the close of business on the record date will occur as soon as reasonably practicable following the record date.
Certain Income Tax Considerations:	Fieldex shareholders should carefully read the information under the heading "Federal Income Tax Considerations Relating to the Fieldex Distribution" with respect to the income tax consequences of the Fieldex Distribution.

THE COMPANY

Visible Gold Mines Inc. (the "Company") was incorporated on January 24, 2007 pursuant to the *Canada Business Corporations Act.* The Articles of Incorporation of the Company were amended on April 19, 2007 to, among other things, remove the "private issuer" restrictions and make certain changes to the Company's share capital.

The head office of the Company is located at 139, boul. Québec, Suite 202, Rouyn-Noranda, Québec J9X 6M8.

BUSINESS OF THE COMPANY

History

Since the date of its incorporation, the Company has had no activities other than: (i) in January 2007, entering into a purchase and sale agreement with two arm's-length parties pursuant to which the Company acquired a 100% interest in the Rapide Elliot property, located in the Kipawa region of Québec; and (ii) in April 2007, issuing an aggregate of 1,969,998 common shares by way of private placement to an aggregate of 18 investors at a price of $0.30 per share, for gross proceeds to the Company of $591,000. Prior to the closing of this Offering, the Company will enter into an agreement with Fieldex with respect to the acquisition by the Company of the Stadacona East property and Hazeur property, for which the Company will issue 800,000 common shares to Fieldex. The Company was constituted with the intention of taking over the gold exploration activities currently carried on by Fieldex, so that Fieldex can devote itself to exploration for nickel, copper and platinum-group metals. The Company does not currently own any mines and does not intend to acquire any mines currently in production.

The Stadacona East property will be the Company's principal property. See "Use of Proceeds".

Stadacona East Property

Fieldex originally acquired its 100% interest in the Stadacona East property in 1989 by fulfilling the conditions set out in a property option agreement dated June 19, 1986. In 1988, Fieldex granted an option to Cambior Inc. ("Cambior"), its joint venture partner, to acquire a 50% interest in the property, which interest was earned by Cambior in 1990 after spending $2 million on the property. In June 2006, Fieldex re-acquired Cambior's 50% interest by issuing 250,000 common shares to Cambior, which retained a 1.25% net smelter return (NSR) royalty with respect to the Stadacona East property. Fieldex can purchase 80% of the 1.25% NSR, thereby leaving Cambior with a 0.25% NSR, by paying Cambior: (i) $500,000, if the price of gold is less than or equal to US$450 per ounce; (ii) $750,000, if the price of gold is between US$450 and US$600 per ounce; and (iii) $1 million, if the price of gold is more than US$600 per ounce. La société en commandite 93599 Canada Limitée, the original optionor of the Stadacona East property, also has a 0.5% NSR with respect to the property.

The following information is taken from a report dated May 10, 2007, as amended on June 27, 2007, prepared for Fieldex by Mr. Frederick W. Breaks, Ph. D, M. Sc. P. Geo. (the "First Author") with the assistance of Mr. Ikram (Ike) Osmani, M. Sc., P. Geo. (the "Second Author"). Mr. Osmani is the Vice-President, Exploration of Fieldex. The First Author and Second Author are referred to collectively as the "Authors". A copy of this report, prepared in accordance with the requirements of National Instrument 43-101, "Standards of Disclosure for Mineral Projects" ("NI 43-101"), may be consulted at the registered office of the Company in Québec and at the Toronto offices of Heenan Blaikie LLP, counsel to Fieldex and the Company, 200 Bay Street, South Tower, Suite 2600, Toronto, Ontario M5J 2J4, during normal business hours, during the entire course of distribution of the Units offered hereunder and for a period of 30 days thereafter. The report is also available under the Company's profile on SEDAR at www.sedar.com.

1. INTRODUCTION AND TERMS OF REFERENCE

1.1 Introduction

Fieldex is a Québec public company listed on the TSXV under the trading symbol FLX. Fieldex's head office is located in Rouyn-Noranda, Québec. It maintains an additional office in Toronto, Ontario and an exploration field base in Laverlochere, Québec. In addition to gold, Fieldex is also actively exploring in Québec for nickel, copper and platinum group metals independently and with other joint venture partners.

1.2 Terms of Reference

Fieldex asked the First Author to carry out an independent technical review of the Stadacona East property (the "Property") and prepare a report in compliance with National Instrument 43-101 (the "Report"). The Second Author acted only as a facilitator to the First Author by providing all available technical data on the Property to prepare the Report. Historical possible reserve estimates are reported in the Report but have not been audited as many gaps exist both in technical data and procedural protocols inhibiting the task of calculations as required under the NI 43-101 standards. Technical information used in this report was provided by Fieldex and Cambior, which previously operated the Property under a joint venture agreement with Fieldex.

1.3 Sources of Information

In conducting their review, the Authors relied on reports and information provided by Fieldex and Cambior (now IAMGOLD-Québec Management Inc.). All relevant data concerning the Property, including, for example, assessment work submittals in government files, press releases, newspaper clips, internal memos, reports and maps, were transferred by Cambior to Fieldex in July 2006, and subsequently transferred to the First Author by the Second Author in the preparation of the Report. A significant portion of the current Report is derived from various reports and maps of Cambior and its predecessor Ressources Minières Forbex Inc. ("Forbex"), which carried out the extensive exploration work on the Property during the mid-1980's and 1990's, especially within south-western part of the Property.

The First Author conducted a property visit in May 2007 while the Second Author visited the project area in mid-July 2006 and spent a day with Mr. Laurent Hallé, the consulting geologist for Fieldex, on various parts of the Property.

1.4 Reliance on Other Experts

The Authors did not check the titles to the claims with the province of Québec as the Authors are not qualified to validate the legal ownership of the Property and hereby do not take any legal responsibility for such matters.

The Authors are not aware of any environmental liabilities or surface rights issues associated with the Property or any other property owned by the Company.

The Authors are not aware of any existing technical data other than those provided by Fieldex and Cambior in connection with the preparation of the Report. As of the date of the Report, the Authors are unaware of any material fact or material change as regards the Property that would make the Report misleading.

The Authors did not verify the historical possible reserves stated in section 14.0 of the Report and this prospectus. Those are old calculations in the literature and are not in compliance with all standards required in NI 43-101.

2. PROJECT DESCRIPTION AND LOCATION

2.1 Location

The Property is located in the centre of Rouyn Township in north-western Québec. The northwest section of the Property overlaps the mining town of Rouyn-Noranda. The two past producers, the "Horne Mine" (59.3 Mt at 5.88 g/t Au, 2.2% Cu, 13 g/t Ag) and the Stadacona Gold Mine (466,282 ounces Au), are situated approximately 1.0 km north and 400 m west, respectively, from northern and western boundaries of the Property. The Property is centred at 650000mE and 5344000mN UTM coordinates and occurs within 32D/02 and 32D/03 NTS map sheets.

2.2 Claim Ownership and Status

The Property, which is presently owned 100% by Fieldex, consists of 73 contiguous mining claims (14 sq. km) in Rouyn Township in north-western Québec. All of the foregoing claims are in full force and effect.

2.3 Nature of Company's Interest

In June 2006, Fieldex signed a sale and purchase agreement with its 50% joint venture partner Cambior (now IAMGOLD-Québec Management Inc.) regarding the Property. Fieldex agreed to purchase Cambior's 50% interest by issuing 250,000 common shares of Fieldex, which shares have been issued. Fieldex may also purchase 1% NSR from Cambior's 1.25% NSR royalty at any time during commercial production according to the following terms:

- $500,000 if the price of gold is less than or equal to US$450 per ounce,
- $750,000 if the price of gold is between US$450 and US$600 per ounce, and,
- $1,000,000 if the price of gold exceeds US$600 per ounce.

3. ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE AND PHYSIOGRAPHY

3.1 Access

The Property, located in the centre of Rouyn Township, is easily accessible by Trans-Canada Highway 117, which passes through the center of the Property. Several all weather-paved roads of the city of Rouyn-Noranda and Rouyn Township give access to almost all parts of the Property.

3.2 Local Resources and Infrastructure

The local economy is dominated by mining and smelting activities along with tourism and federal and provincial government offices. Numerous government facilities, including regional natural resources office and a university campus are located right in Rouyn-Noranda.

The infrastructure includes a power line (25,000 volts), modern roadways and railway line, and access to gold mills for ore feeds available within trucking distance to Val d'Or, Rouyn-Noranda and surrounding areas. There is a plentiful supply of skilled workers for all aspects of exploration and mining activities in Rouyn-Noranda and satellite towns. However, given the level of activity at present there is no guarantee that any mining operation can be staffed easily.

Air flights from Rouyn-Noranda to major centres such as Montreal, Québec City and other destinations are available on a daily basis.

3.3 Climate

The climate is cold temperate. It is characterized by extremely cold winters, lows reaching down to -20°C is common and occasionally temperatures reaching –30°C to -35°C. Summers are generally warm (20°C) to occasionally hot (30°C) and humid. Work on the Property can be carried out twelve months a year.

3.4 Physiography

The Property is generally of low, locally moderate, relief. The maximum elevation within and around the Property is 1,000 m above sea level and relief is 50 m or less. Three relatively large lakes, Lac Osisko, Lac Rouyn and Lac Pelletier, occur immediately to the north, northeast and southwest of the Property, respectively. Two smaller lakes, Lac Fiske and Lac Monastesse occur within south-central part of the Property. Lac Fiske drains into Lac Rouyn and Lac Monastesse into Lac Routhier which is located northeast from the east end of the Property. There is scant forest on the Property due to proximity to the city of Rouyn-Noranda. The north-western part of the Property underlies the residential area with modern infrastructures. The southern half of the Property, other than along a few major roads and Highway 117, contains patches of alder, cedar and underbrush in the swampy or low-lying areas. At relatively higher elevations, few clusters of pine and poplar trees occur.

4. HISTORY

The Property has been explored intermittently since 1920. Exploration work was accelerated after the gold discovery at the Stadacona Mine, located approximately 500m west of the Property. Considerable exploration work was undertaken on the Property that is too voluminous to incorporate into this report. However, a compilation map, showing some of the historical work including geology, mineral occurrences and diamond drill hole locations (drill holes with intersected lithologies and gold mineralization) was prepared in 1987 by Forbex. There were approximately 255 holes, totalling 53,875m, drilled to date by various companies and individuals (Plasse 2004) in the project area. The majority of these holes were drilled to define the gold zone (i.e., Stadacona East zone and its extensions) in the southwest part of the Property.

Keymor Gold Mine (1930) sank an exploration shaft and excavated a 300m long drift. This shaft, which is also known as "Keyroc", is located in Lot 32 and Range VI North within central part of the Property. The gold mineralization occurs along northeast-striking (070°), steeply dipping (80°) shear zone hosted within an altered (carbonatized and pyritized) tuffaceous unit. A second shaft, called the Fiske, is located approximately 650m west of Keyroc shaft and is only 11.0m deep. Gold mineralization occurs within carbonatized and pyritized tuff with minor quartz veins.

A third shaft, the 15 m deep Glenwood shaft, was sunk in the north-central part of the Property. There is little information available with regards to gold mineralization at this location. However, the geological compilation map produced by Forbex indicates that the shaft was developed in the rhyolite unit.

93599 Canada Ltd. (1979) carried out variety of ground geophysical surveys, including magnetic, electromagnetic and induced polarization and drilled 17 holes, totalling 2,205m.

Forbex (1986-87) subsequently acquired the Property and named it the Belcombe property. Forbex conducted a detail IP survey, totalling 11.0 km of grid-lines, in order to define drill targets. In 1986-87, a 19-hole diamond drilling program, totalling 3,011m was conducted on the Property. Of the 19 holes, seven were drilled over the Stadacona East zone in the southwest and 12 on IP targets elsewhere on the Property. These drill holes are numbered from 245-1 to 245-19 on the compilation map, which were later changed to 86-1 to 86-19 by Cambior. Forbex also assayed 91 litho-geochemical samples during this time.

Cambior (1987-90) carried out prospecting and sampling in the western part of the Property and compiled, at a scale of 1:5000, geological, geophysical and geochemical data and three drill section books at a scale of 1:1000. A 94-hole drill campaign, totalling 29,492m, was conducted on the Property. About 70% of these holes were drilled to extend and evaluate the potential of Stadacona East ore zone located in the southwest end of the Property. Following the drilling campaign, an historical mineral reserve was estimated at 488,400 tonnes, in the possible category, grading @ 6.3 g/t Au (undiluted) (Viens 1988, Gisment metallique, MRN, GM 57646). This historical reserve estimate was done prior to NI 43-101 standards and is considered by the Authors as suitable for publication as an historical estimate. **The Authors have not done sufficient work to classify the historical estimate as current resources or reserves; the historical estimate is not a current mineral resource or mineral reserve as defined in sections 1.2 and 1.3 of NI 43-101 and, accordingly, the historical estimate should not be relied upon.**

5. REGIONAL GEOLOGY

In the regional context, the Property occurs within southern Abitibi greenstone belt (AGB) in south-central Abitibi Subprovince in north-western Québec. The AGB is unique amongst greenstone belts of the Canadian Shield because it:

- has a high ratio of supracrustal to intrusive rocks;
- is the largest Archean greenstone belt in the world;
- has generally low metamorphic grade; and
- contains a diverse spectrum of richly mineralized deposits.

The AGB is home to some of the largest gold deposits in the world, accounting for past production in excess of 170 million ounces of gold (Boulder Mining Corporation – http://www.bouldermining.com/walp.gold.project.htm, January 29, 2007). It also produced modest amount of base metals (nine million tonnes of copper and 19 million tonnes of zinc) and silver (625 million ounces).

The AGB in Ontario-Québec is bounded to the:

- south by Archean granitoid complexes, metasedimentary rocks of Pontiac Subprovince and Paleoproterozoic sedimentary rocks of the Cobalt Embayment;
- north by Archean granitoid and metasedimentary rocks of Opatica and Opinaca Subprovinces;
- west by Kapuskasing Structural Zone; and
- east by the Proterozoic Grenville Province.

The AGB consists of a northern belt and a southern belt (Dimroth et al. 1983 and Hubert and Marquis 1989). The northern belt is characterized by abundant tonalite-trondhjemite-granodiorite intrusions, large anorthosite complexes, lesser ultramafic flows and higher-grade metamorphism. The southern AGB, which is characterized by fewer granitic intrusions, consists of mafic to ultramafic, felsic to intermediate metavolcanic rocks and associated metasedimentary units. These rocks and their subvolcanic intrusive equivalents were formed between 2.75 and 2.67 Ga (Corfu et al. 1989, Morteson 1987). Between 2.70 and 2.68 Ga, large volumes of foliated tonalite-granodiorite batholiths were emplaced followed by more massive granodiorite, granite, quartz-feldspar porphyries and syenite bodies. During and subsequent to this magmatism, alluvial-fluvial clastic metasedimentary rocks and alkalic metavolcanic rocks (Hyde 1980, Cooke and Moorhouse 1969) were formed and are now in spatial association with regional structures (PDF and CLLF). These rocks are historically described as the Timiskaming Group of rocks formed 2,685 to 2,675 million years ago.

Bedding and tectonic fabrics in the southern AGB generally dip steeply to moderately, however, shallow dips occur in the core of the Blake River Group (2701-2697 Ma). Folds are generally east or west-striking and upright and there are south-verging thrust faults that predate and postdate deposition of the younger (2685-2675 Ma) Timiskaming Group of rocks (Jackson and Fyon 1991).

Major gold camps are spatially associated with steeply dipping shear zones/faults, such as Cadillac-Larder Lake Fault Zone (CLFZ) and Destor-Porcupine Fault Zone (DPFZ), which transect the belt for over 300 km in east-west direction in Québec and Ontario (Jackson and Fyon 1991, Hodgson 1986, Dimroth et al. 1983a). These regional structures, in part, characterize the contacts between the rocks of various types and age groups. For example, the CLFZ marks the boundary between the southern AGB and the Pontiac Subprovince.

In the Rouyn-Noranda area, the southern AGB comprises three main geochemically and chronologically distinct rock groups, and each of these groups deposited in uniquely distinct litho-tectonic settings. These are described below, in the order of decreasing ages,

- Kinojevis group;
- Blake River group; and
- Timiskaming group.

5.1 Kinojevis Group (2702-2701 Ma)

The Kinojevis group (KG) is exposed about 25-30 km north of Rouyn-Noranda. The southern margin of the group, in part, is in faulted contact with the northern margin of the BRG and TG. The KG is a steeply dipping, south-facing succession of pillowed, tholeiitic basalt and minor rhyolite. Interflow metsedimentary rocks, including chert, carbonaceous siltstone, lithic wacke and crystal tuff are also present as minor component within predominantly volcanic sequences.

The basaltic members, laterally continuous over tens of kilometers, form distinct magnesium-and iron-rich units. Consequently, the aeromagnetic signature of this assemblage displays alternating bands of high and low magnetic susceptibilities. This pattern is well displayed especially on the Ontario side of the KG. The basaltic rocks and interbedded rhyolite of KG are characterized by either flat or slightly depleted to weakly enriched light rare earth elements (LREE) patterns with slightly negative or no europium anomalies (Fowler and Jensen 1989). These REE patterns are interpreted as due to the partial melting of the variably depleted to undepleted peridotite mantle (Fowler and Jensen 1989).

Several gold deposits/occurrences occurring within altered basalts of KG or adjacent TG are spatially associated with the PDFZ and their splay structures.

5.2 Blake River Group (2701-2698 Ma)

The Blake River Group (BRG), which completely blankets the Property, is an approximately 175 km long metavolcanic belt, extends westerly from about 50 km northwest of Val d'Or (Québec) to west of provincial border in Ontario. The thickest (~45 km) portion of this belt occurs within Québec near the Ontario-Québec border.

The BRG consists of mafic to felsic metavolcanics and minor intrusive rocks. The metavolcanic rocks range from basalt through to rhyolite, with basalt and andesite being the dominant rock types. However, dacite and rhyolite are relatively abundant in the east-central (Noranda area) part of the BRG. Small intrusions emplaced within the metavolcanic sequences include meta-gabbro, diorite, tonalite, quartz diorite and syenite. Metasedimentary rocks such as iron formation and turbidites are extremely rare. The BRG, in general, displays a regional low and flat magnetic pattern.

The rock units within the BRG strike roughly east to northeast and are shallow to moderately dipping. In general, units along the north and south margins of the BRG dip and face towards the center, suggesting a synclinorium. However, numerous face reversals across the BRG also suggest complex folding of the volcanic sequences. The core of the BRG is intruded by syn- to post-volcanic felsic intrusions, which may, in part, reflect the presence of an original volcanic center (Dimroth et al. 1982).

Most of the units of the BRG are part of a calc-alkaline suite and are characterized by LREE enrichment and distinct negative europium anomalies in dacitic to rhyolitic rocks (Fowler and Jensen 1989). Both partial melting of tholeiitic to komatiitic source, which contains ten times chondritic REE abundances, infers very low degrees of partial melting of primitive peridotite mantle (Fowler and Jensen 1989, Smith 1980). These workers also found contrasting REE profiles between the rhyolite of the BRG (LREE-enriched) and KG (flat REE patterns) as the evidence of geochemical discontinuity between the two groups. Other workers suggested contacts between the BRG and KG as the fundamental structural and petrogenetic discontinuities (e.g., Jackson and Fyon 1991).

The Blake River Group (BRG), in part, is bounded along the north and south margins by Porcupine-Destor Fault Zone (PDFZ) and Cadillac-Larder Lake Fault Zone (CLFZ), respectively. The majority of the gold deposits occur either along or within a few kilometers proximity of these structures. The Property is located approximately 1.2 km north of CLFZ and is transected by northeast-striking splay structures that are presently interpreted to be related to the CLFZ. Volcanic-associated, gold-rich, massive sulphide base metal deposits occur within chemically distinct rhyolitic and andesitic units of the BRG (e.g., Horne Mine in Rouyn-Noranda - 59.3 Mt at 2.2% Cu, 5.88 g/t Au, 13 g/t Ag).

5.3 Timiskaming Group (2685-2675 Ma)

The Timiskaming group (TG) includes both clastic metasedimentary and alkalic metavolcanic rocks that occur as discontinuous, local basins dotted all along the CLFZ and PDFZ. The TG unconformably lies upon the previously-deformed older metavolcanic rocks of the KG and BRG. The TG is one of the best-studied groups in the southern AGB for following reasons: (i) it hosts some of the largest Archean lode gold deposits in the world; (ii) it occupies a unique position in the tectonic framework of the southern AGB in that it postdates one regional deformation and predates the second (Jackson and Fyon 1991). The nearest rocks of TG group occur approximately 1.6 km south of the Property.

The metasedimentary rocks of the TG are dominated by coarse clastics (conglomerate), containing distinctive red jasper clasts and cross-bedded sandstone. These metasedimentary rocks are associated with alkalic metavolcanic rocks (Cooke and Moorhouse 1969). The conglomerates are commonly clast-supported and contain red chert/jasper, green carbonate, alkalic metavolcanic and intrusive clasts. The alkalic metavolcanic rocks consist of predominantly massive to porphyritic trachyte flows, tuffs and breccias. Some calc-alkaline units are also associated, usually at the base, with alkalic metavolcanic rocks. The porphyritic flows contain pseudoleucite, olivine, augite, alkali feldspar, hornblende and biotite phenocrysts (Jackson and Fyon 1991) but not all of these phenocrysts occur in one or all flows. The alkalic metavolcanic rocks are characterized by extremely enriched LREE.

The TG is a moderately to steeply south-dipping and south-facing group that is cut by numerous faults and shear zones. The east-striking curvilinear LCFZ and PDFZ are the two most important regional structures that, in part, mark the boundary between the TG and underlying older supracrustal rocks. The most significant mineralization within the TG is gold, which is spatially associated with shear zones, quartz veins and carbonate-altered rocks.

6. PROPERTY GEOLOGY

The Property is underlain entirely by metavolcanic rocks of the BRG and consists of predominantly mafic to intermediate metavolcanic rocks with minor felsic horizons. Only the appreciable amounts of felsic metavolcanic rocks occur in the north-western part of the Property.

Mafic to intermediate metavolcanics (andesite to basalt) are the dominant rock units on the Property, comprising massive to pillowed flows and fragmental rocks (pillow tops/flow breccias, tuff, lapilli tuff and tuff breccia). The fragmental rocks are of generally andesitic composition. The felsic metavolcanics, ranging in composition from rhyolite to dacite, are generally of pyroclastic origin, consisting of lapilli tuff and breccias. These metavolcanic rocks are intruded by small and large dikes and sills of gabbro, diorite and quartz diorite. Minor wacke horizons occur along southern shore of Lac Rouyn within north-central part of the Property.

A major, northeast-striking mafic dike (olivine gabbro) that transects all major units is situated in the east-central Property. Also, a narrow, north-striking mafic dike occurs near the western Property boundary.

7. STRUCTURAL GEOLOGY

Primary layering in metavolcanic flow sequences and an overprinting schistosity generally strike east-west to east-northeast with dips moderately to steeply to the north. However, some deviation in schistosity strike occurs proximal to cross-cutting faults and shears. From an economic point of view, there are two main structures that reportedly occur on the Property, the Fiske-Abbeville fault (FAF) and the Stadacona deformation zone (SDZ).

7.1 Fiske-Abbeville Fault

The Fiske-Abbeville fault (FAF), which is an east-northeast-striking structure, cuts across the southern part of the Property. It extends from Abbeville Mine area in the west to east via northern Lac Pelletier to the southern part of the Property, a distance of approximately 2.5 km. The fault's eastward projection on the Property is coincident with strong shearing and alteration in the Fiske-Rouyn lakes area. Shearing in this area occurs both along and near the contacts between the fragmental mafic metavolcanics and meta-gabbro bodies. The FAF in the Fiske-Keymor area represents an approximately 800 m wide zone of alteration (quartz-carbonate, chlorite) and deformation (shearing and penetrative schistosity) with moderate (55°) northerly dips. The strike of the FAF and its proximity to the Cadillac-Larder Lake fault located south of the Property (1.5 to 2.0 km), suggests that it is probably related to this regional structure.

The FAF can also be recognized on the Property's magnetic maps prepared by GEOLA Conseil en Exploration for Forbex (Lavoie 1987). The interpretation of magnetic data by the Authors identified the location of the FAF and other many structures on the Property. For example, in the Fiske-Lac Rouyn area, the magnetic trend lines have a northeast trend north of the Highway 117 but are rotated clockwise into the east-west trending axis of the shear/fault located between the Lac Fiske and Lac Rouyn in the vicinity of the highway. This right-handed rotation of the magnetic trend lines suggests that the latest movement on the FAF was probably dextral (Osmani et al. 1989).

The northeast trend of magnetic anomalies north of the fault and easterly trend south of the fault are also coincident with mapped foliation and shears on the ground (Leonard and Poirier 1987). These observations support the interpreted presence of the FAF. A northeast-striking olivine-bearing gabbro dike, located roughly halfway between the Lac Fiske and Lac Monastesse, disrupted and rotated magnetic trend lines anti-clockwise suggesting the dike was probably emplaced into pre-existing sinustral fault structure. East of the dike/fault, the magnetic trend lines and foliation strike roughly east-west and FAF loses its magnetic signature either because it becomes parallel to the stratigraphy/schistosity or ceases to exist beyond this point. The dike is of relatively higher magnetic susceptibility than its host country rocks.

7.2 Stadacona Deformation Zone

The northeast-striking (~055°- 060°) deformation corridor known as the Stadacona deformation zone (SDZ), occurs in south-western Property. The SDZ has been interpreted to extend north-easterly from the southwest corner of the Property to Lac Rouyn in the northeast (Caille 1998, Plasse 2004). This deformation corridor, as shown on historical maps, is approximately 7.0 km long and 1.0 km wide (Plasse 2004) and is characterized by a series of north-dipping, subparallel, metre-scale shear zones and penetrative schistosity. The SDZ cuts obliquely to east-west trending stratigraphy and earlier schistosity.

Within this deformation zone, the stratigraphy reportedly strikes east-west but reverts to a northwest strike outside the zone (Caille 1998). From the southwest end of the Property, the SDZ is interpreted to extend ~3.0 km further to the southwest joining with the Stadacona-Lac Pelletier fault system for a total length of 10.0 km (Caille 1998). It may even extend further west-southwest for several more kilometers to the Lac Pelletier gold zone (Alexis Minerals Corporation Press Release, September 27, 2005: 484 799 tonnes grading @7.84 g/t Au with cut-off grade of 5.0 g/t Au/2.0m). The Pelletier gold zone and the Stadacona Mine are currently owned by Alexis Minerals Corporation ("Alexis"). Chlorite and carbonate alteration of variable intensity is associated with the Stadacona-Lac Pelletier fault system. Gold mineralization on the Property (488 400 tonnes @6.3 g/t Au) and adjacent past producing Stadacona Mine (2.74 Mt @5.25 g/t Au) occurs within altered SDZ (Plasse 2004).

The SDZ on the Property's magnetic map is not clearly recognizable, but the IP data (axes of IP and resistivity) reflect the presence of a northeast-trending structural/alteration zone, located between the gridlines L+23W and L+29W. This IP anomaly trend is apparently coincident with the Stadacona ore zone hosted within a gabbro dike intruded into the fragmental andesite host. However, there are two other adjacent anomalies, one located west of L+29W (smaller anomaly) and the other east of L+23W (larger anomaly), trending in an east-west direction, are probably part of the same Stadacona anomaly which is now either drag-folded or displaced to their present positions by cross-faulting.

Two main sets of cross-faults/shears are recognized by the magnetic and IP data adjacent to the Stadacona ore zone. The first fault set strikes east-northeast and the second set strikes northwest, which, in the Authors' opinion, are collectively responsible for the present architecture of mineralized structures within the SDZ. In this scenario, the penetrative east-northeast-striking, mineralized shears/schistosity were probably dragged into parallelism to the northeast-striking cross structures. This scenario is somewhat similar to the setting of gold mineralization at the Canadian Malartic Mines.

8. EXPLORATION MODEL

Gold mineralization, as discussed briefly in the preceding section, occurs within a series of northeast and east striking, metric-scale shear/fault zones on the Property. The past-producing Stadacona Mine (2.74 Mt @5.25 g/t Au), presently owned by Alexis, is only a few hundred metres west and shares a similar setting and style of mineralization. At both locations, gold occurs within the northeast-striking (055°-060°) SDZ (1.0 km by 10.0 km) and is associated with variably altered (chlorite-carbonate-bearing) lithologies.

Gold mineralization also occurs east of the SDZ but within east- to east-northeast trending shears (e.g., Fiske-Keymor, Bypass and East sectors: Plasse 2004, Caille 1998). The litho-tectonic setting and style of mineralization on the Property and adjacent areas is similar to many shear-hosted gold deposits of southern AGB and other Archean greenstone belts of Superior Province.

The Superior Province comprises greenstone-granitoid belts with interleaved belts of metasedimentary and tonalitic gneisses, which are defined as individual subprovinces, separated in large part by major structural discontinuities along their boundaries. There are, broadly speaking, two main types of regional shear/fault structures associated with gold mineralization in the Superior Province:

- fault systems parallel and coincident with major subprovince boundaries, such as the Cadillac Lake Fault at the interface of Abitibi-Pontiac subprovince (south-eastern Superior Province) and the Sydney Lake-Lake St. Joseph fault at the interface of Uchi-English River subprovince (northern Superior Province); and

- shear zones are those closely follow the granite-greenstone contacts, tracking the sigmoidal course across the subprovince (e.g., Sachigo subprovince in northern Superior Province: Osmani et al. 1989).

At the regional scale of greenstone belts distribution, the occurrence of gold deposits is controlled by major regional ductile structures, whereas at the kilometre scale, mineralization is typically controlled by flanking second or third order brittle-ductile splays. Examples of these types of gold deposits occur in Timmins, Kirkland, Val d'Or, Bousquet and Malartic camps where majority of deposits occur in the second or third order splay structures located a few kilometers distance of regional structures (e.g., Porcupine-Destor and Cadillac-Larder Lake faults). For example, at the Dome mine in Timmins camp, the distribution of ore-bearing veins is largely controlled by high-angle fractures (third order structures) related to the Dome fault, which in turn is plausibly a second order splay from the Porcupine-Destor fault. In another example, in the Kirkland Lake camp, gold deposits occur within high-angle reverse faults with a surface trace sub-parallel to, but north of, the Kirkland Lake fault. Similarly in the Bousquet, Malartic and Val d'Or camps, the distribution of mineralization is systematically to the north of the trace of Cadillac and associated faults (e.g., Canadian Malartic and Doyon mines).

The setting and style of gold mineralization on the Property is similar to many deposits (producing and past producing) in the AGB that were generated within a few kilometers distance of regional structures (Cadillac, Kirkland Lake and Porcupine-Destor faults). On the Property, the east-northeast-striking FAF (Caille 1998, Plasse 2004), located 1.5 to 2.0 km north of Cadillac-Larder Lake fault (CLLF), is probably a second order splay emanating from this regional structure. The northeast-striking shears/faults forms the northeast oriented mineralized corridor (i.e., SDZ) and is probably a third order extensional splay structure that hosting the Stadacona East prospect.

In this model, the penetrative east-northeast-striking, mineralized shears/schistosity, related to FAF, probably dragged into the parallelism along northeast-striking cross-faults/shears hence allowing the thickening of the mineralized structures. This scenario is somewhat similar to the mineralization setting at the "Canadian Malartic Mines". However, the difference between these two deposits is that mineralization at the Malartic Mines occurs in northwest-striking shears along with competent porphyry unit while at the Stadacona prospect mineralization is developed along northeast-striking shears hosted by a meta-gabbro body.

It is a well-known fact that most economic deposits in the AGB occur along second or third order splay structures, located up to several kilometers distance from regional structures, such as Cadillac-Larder Lake and Destor-Porcupine faults. Therefore, from this important observation, the Stadacona East prospect, which is located 1.5 to 2.0 km north of the Cadillac fault, shares a similarity in tectonic setting and style of mineralization to these deposits (e.g., Malartic Mines).

The Stadacona East prospect also has the discovery potential of an economically viable gold deposit. Also, the discovery of either a new ore body(s) or eastward extension of the Stadacona prospect or both is a possibility, especially in the east-central parts of the Property (e.g., Fiske-Keymor sector).

9. ECONOMIC GEOLOGY

From an economic point of view, the SDZ is the most significant structure hosting gold mineralization on the Property. Although gold mineralization on the Property is the main focus of this study, some discussion regarding the adjacent ore body at the Stadacona Mine (2.74 Mt @5.25 g/t Au) of Alexis, in the Authors' opinion, is also necessary for the understanding of geological control and style of gold mineralization at both locations.

Since taking over as the operator of the Property in 1987, Cambior drilled and identified several new zones of gold mineralization and confirmed the historical Stadacona East ore zone on the Property. Cambior classified these mineralized zones into several sectors or zones:

- Stadacona East zone
- Zone 98 and 104
- Red Gold zone
- Fiske-Keymor sector
- Bypass sector
- East sector

The exploration work by Cambior mostly concentrated on drilling (about 70% of drill holes) around the Stadacona East prospect within south-western part of the Property where in addition to discovering several new zones, Cambior also carried out possible reserve estimates based on these and other historical works. Other companies and individuals, who also conducted exploration and development work on the Property, are discussed briefly where found relevant and helpful in assessing the potential of the Property.

The majority of the description of mineralized zones/sectors discussed in this section of the report is derived, or directly excerpted from the reports and maps of Cambior (Belzile et al 1989, Caille 1998, Plasse 2004). Some of the reports/maps used in this report were prepared by the staff of Cambior for their internal use only which are not found in the public domain but were made available to the Authors.

Forbex also conducted extensive exploration work in 1986-87 on the Property that included mapping, litho-geochemical sampling, geophysical surveys and diamond drilling. The results of these and other significant historical works were then compiled and produced as maps and reports by Cambior (Leonard and Poirier 1987). Some of their data are reproduced by the Authors and discussed in this report.

9.1 Stadacona Mine and Stadacona East Zone

The Stadacona Mine is located less than 500 m from the western limit of the Property. Gold was discovered in 1923 at the Stadacona Mine, which was operated from 1936 to 1958 by Stadacona Mines Ltd. and produced 2,770,000 metric tonnes (t) of ore grading @5.41 g/t Au. The ore body is associated with quartz-carbonate-tourmaline veins and sheared wall rocks mineralized with pyrite, arsenopyrite and minor chalcopyrite and galena. Gold occurs within northeast-striking shears, dipping steeply (70°-90°) to southeast. The host rocks to the ore body are variably altered (chlorite-carbonate) pyroclastics, rhyolite, andesite and diorite.

Gold on the Property is also associated with shears. It occurs in a series of subparallel, metre-scale shears within a northeast-striking (055°-065°) deformation corridor, the SDZ, in the southwest (e.g., Stadacona East prospect) and in an east-northeast-striking (070°-090°) shears within south-central (e.g., Fiske-Keymor sector) and eastern (e.g., East sector) parts of the Property. The SDZ, estimated to be 1.0 km wide, and considered part of the same shear/fault system hosting ore bodies at the Stadacona Mine and Wright-Rouyn zone on the adjacent Lac Pelletier property, currently held by Alexis.

The “Stadacona East zone” or sometimes also referred to the “Main ore zone”, which occurs within the SDZ, is associated with sheared and chloritized meta-gabbro dike. The ore zone is 300 m long and up to 500 m vertical depth is generally less than 3.0 m wide. It is not exposed on the surface.

In 1957-58, approximately 10,000 tonnes of ore grading @5.0 g/t Au were extracted from the two levels (600 and 850 levels – Zone ‘A’) accessed through the Stadacona Mine (Plasse 2004). The southwest portion of the zone dips sub-vertically and characterized by a network of quartz veins while the north-eastern part contains minor veins and dipping (75°-80°) to the north. Carbonate and chlorite alteration affecting the shear zone area generally range from 1 to 2% but increase up to 5% near the contacts between the host rock and quartz-carbonate veins (Caille 1998). Sulphide mineralization is generally low (<5% pyrite). The ore zone is parallel to the zone mined at the Stadacona Mine and appears to be the eastern extension of the mined ore zone (Plasse 2004).

The historical possible reserve at the Stadacona East zone was estimated by Cambior at 488,400 tonnes grading @6.3 g/t Au (98,940 ounces gold *in-situ* before the dilution (Plasse 2004, Viens 1988)). **This historical possible reserve was estimated prior to NI 43-101 standards and, therefore, is considered here to be a purely historical estimate for the record.**

The ore zone was drilled up to a depth of 500 m and its down-dip extension has been suggested beyond this depth (Plasse 2004). However, the economic grade mineralization was only found as far deep as 350 m and sub-economic grades (up to 4.0 g/t Au over 1.6 m) were encountered up to a depth of 500 m. There were two more parallel zones were found at 25 m and 50 m north of the main Stadacona East ore zone. The gold assays from these two zones are similar to the Stadacona East ore zone hence considered to be part of the main ore zone (Plasse 2004).

The longitudinal section of the Stadacona East zone and its extension suggests that the zone is still open to both depth and laterally but warrants more exploration drilling to assess its full economic potential.

9.2 Zone 98 and 104

The zone 98 is located 50 to 60 m southeast of the Stadacona East ore zone (Figure 11). It is contained within a metre-scale shear that dips subvertically and parallels the Stadacona East zone.

The Zone 98 was discovered by a diamond drill hole (FB89-98) in 1989. Anomalous gold values occur almost along the entire length of the hole. The drill hole yielded gold values ranging from 0.2 to 4.2 g/t Au, averaging 1.4 g/t Au over 5.0m (Caille 1998).

Mineralization occurs along the contact between the lapilli tuff and meta-gabbro. The Zone 98 is moderately to strongly carbonatized and chloritized and contains 1 to 2% pyrite within carbonate stringers (3%). The zone has been drilled to a depth of 300m to the west and only 100m to the east. The longitudinal section of the Zone 98 suggests the zone is open both laterally (southwest) and at depth (Caille 1998).

If the zone is projected to the southwest, as postulated by Caille (1998), it may intersect the Stadacona East zone (Figure 11) hence thickening the zone at the intersection of two zones. However, the northeast projection of the zone appears completely cut-off and displaced to the north by northwest-striking fault and continues as northeast-striking structure, the Zone 104, described below.

The Zone 104 was also discovered in 1989 by the diamond drill hole FB89-104. It is situated approximately 150.0m north-northeast of the Zone 98. The Zone 104, as suggested above, appears to be a faulted portion of the Zone 98 transported northward by a sinustral fault. A total of four drill holes were drilled to test this zone. The best gold value intersected by the drill hole FB89-104 is 5.35 g/t Au over 2.65 m occurs within a weakly silicified, sericitized and chloritized meta-gabbro. The intercept also contains 10% quartz-carbonate and locally up to 5% pyrite. Other drill holes also intersected significant values that include 3.8 g/t Au over 1.0 m and 2.0 g/t Au over 1.1 m. The Zone 104 was explored to only a 100m depth and the longitudinal section indicates that it is a narrow zone but open to depth.

9.3 Red Gold Zone

Red Gold Mining Company discovered the “Red Gold Zone” by diamond drilling in 1936-37. It is associated with shears occurring within the SDZ in south-central Property. Host rocks to the mineralization comprise altered tuff and meta-gabbro. The best values reported from two historical drill holes (36-14 and 37-16) are 0.7 to 2.7 g/t Au over 0.3 to 2.4 metres in hole

36-14 and 1.4 g/t Au over 10m (sludge sample) in drill hole 37-16. The zone was explored for 200m of strike length and to a depth of 150 m. Gold mineralization is coincident with an IP anomaly.

Forbex did not explore the Red Gold zone but instead drilled two holes (86-01 and 86-02), one situated to the northwest and the other southeast of the zone, to intersect the IP anomalies. The drill hole 86-01 to the southeast of the zone intersected the best value of 0.97 g/t Au over 0.8 m, which is associated with 5-10% pyrite. The drill hole 86-02 intersected a small quartz vein with 5-10% pyrite.

Between 1987 and 1998, Cambior explored the Red Gold zone with several drill holes intersecting significant gold mineralization. The drill hole FB87-53 that intersected 3.5 g/t Au over 1.0m is associated with carbonate stringers hosted within an altered gabbro, is probably related to the zone drilled by Red Gold Mining (DDH 37-14 and 37-16).

The best intersections were obtained from FB87-86, FB87-50 and FB87-46, which yielded 3.07 g/t Au/3.0 m (including 7.2 g/t Au/1.0 m), 3.17 g/t Au/3.0 m (including 7.7 g/t Au/1.0 m) and 1.5 g/t Au/1.0 m, respectively. Drill holes FB87-50 and FB87-86 were drilled to test an IP anomaly and a northeast-trending lineament located on either side of the Fiske-Abbeville fault. Mineralization was explored down to a depth of 150 m and remains open at depth. Caille (1998) suggested that this zone to be explored further because of its location at the intersection of a northeast trending IP anomaly and a west-northwest trending VLF conductor.

The drill hole FB87-46 intersected a strong shear with quartz-carbonate stringers (4%) and fine pyrite (1%) disposed along the shear planes. This shear is coincident with a VLF conductor. A second shear zone, which yielded anomalous gold (1.5 g/t Au over 1.0 m) is also coincident with a VLF conductor, located immediately north of the first conductor. The graphitic tuff intersected in drill hole FB87-50, is also present in FB87-46, which may have caused the geophysical anomalies (VLF and IP).

9.4 Fiske-Keymor Sector

The Fiske-Keymor sector is located between Lac Rouyn and Lac Fiske within south-central Property where gold mineralization was discovered in 1930. Two exploration shafts, the Fiske and the Keymor, explored the gold-bearing quartz veins at this time. The veins are emplaced within east-northeast striking (070°-075°) zone of sheared and altered (carbonatized-chloritized±sericitized) andesite. In 1937, Red Gold Mining drilled a hole that intersected gold mineralization at two locations (1.9 g/t Au over 6.0m and 2.7 g/t Au over 3.0m). Pyrite and arsenopyrite occur in veins and sheared wall rocks.

Forbex drill-tested (DDH 245-18) the Fiske-Keymor sector adjacent to a known gold mineralization located in Lot 26 and Range VI. This drill hole intersected pyroclastic breccia, containing silicified, chloritized and carbonatized fragments with 2-10% pyrite mineralization. The best gold value intersected by the drill hole is 1.4 g/t Au over 1.0m.

In 1987, Cambior drilled four holes (FB87-62, 64, 65 and 68) in the Fiske-Keymor sector. Hole 62 intersected graphitic tuff mineralized with chalcopyrite, explaining the coincident IP anomaly. This IP anomaly, as suggested by Caille (1998), is probably the extension of the same anomalous zone intercepted by holes FB87-50 and 86 within the Red Gold zone, located west-southwest of Fiske-Keymor sector. Drill holes FB87-64 and 65 tested the axis of an IP anomaly west of the Fiske shaft. These two holes intersected variably altered (sericite-chlorite-carbonate) shear zones with arsenopyrite veins within massive to pillowed andesite flows. An IP anomaly is coincidental with the mineralized zone. The best assays from this zone are 2.8 g/t Au over 1.0m and 1.6 g/t Au over 1.0m.

Drill hole FB87-68 located west of Keymor shaft reportedly did not intersect any mineralization (Caille 1998), however, it intersected a shear and carbonatized zone. A possible explanation for the absence of mineralization may be that the drill hole was spotted south of the IP anomaly, as suggested by Caille (1998).

Diamond drilling in the Fiske-Keymor sector has so far identified some mineralized structures and associated alteration types that may relate to presence of an auriferous fluid system. These observations clearly warrants further testing by appropriate geological and geophysical methods to constrain the full extent of the gold-bearing system of this sector.

9.5 Bypass Sector

The Bypass sector is located between the Granada and Bellecombe roads in the south-eastern Property. Mineralization discovered by road excavation exposed two arsenopyrite-bearing, carbonatized and ankeritized zones within andesite. The first exposure is an east-west-striking, 10 to 30 m wide zone containing arsenopyrite-bearing quartz veins and stringers. The veins dip shallowly (20°-30°) to north. Assay values obtained from this zone generally range between 71 ppb to 1386 ppb, however, one sample yielded 3.1 g/t Au over 1.0 m. The second carbonatized zone, 10.0 m wide, is northeast-striking and yielded gold values from 9 to 495 ppb gold.

Forbex drill-tested (86-16 and 17) the above two zones in 1986-87. Drill hole 87-17 intersected 4.1 m of carbonatized pillowed andesite with 1-10% arsenopyrite. The best assay results revealed 2.4 g/t Au over 1.3 m. The hole 87-16 also intersected two carbonatized zones (10.0 m and 1.0 m wide) within andesite and diorite but none of these zones yielded any mineralization.

In 1987, Cambior drilled two holes (FB87-39 and 40) in this area but other than some sulphides (arsenopyrite±pyrite) within carbonatized-chloritized andesite, none of these holes yielded any gold mineralization. These drill holes did not intersect any auriferous quartz veins/stringers that occur in the surface showing (excavated area) as was intersected in Forbex's drill hole 87-17. The apparent absence of gold mineralization could be attributed to complex geometry of the veins at depth (e.g., attitude of quartz veins that may be changing with depth versus the planned/fixed attitude of drill hole at the surface).

9.6 East Sector

The East sector is located near the south-eastern limits of the Property. In 1987, Cambior drilled four holes (FB87-73, 67, 70 and 75) intersecting an east-west-striking shear zone characterized by moderate to strong alteration (chlorite, carbonate and sericite), penetrative schistosity and a zone of crushed rocks (DDH FB87-75). The shear zone contains 3-4% pyrite and 8-10% arsenopyrite with carbonate veins. No significant gold mineralization (generally less than 1.0 g/t) has been reported from this shear zone.

This shear zone has been suggested to be unrelated to gold-bearing shears that occur in the south-western and central parts of the Property (Plasse 2004). The evidence for this argument is based upon the east-west strike and relative abundance of sulphide mineralization (up to 4% pyrite and 10% arsenopyrite) in this shear compared to its south-western and central counterparts. The east-west strike of this shear is also plausibly linked to regional structure, the CCLF, located about 1.5 to 2 km south of this structure.

10. SAMPLING METHOD AND APPROACH

Fieldex has carried out no drilling or undertaken any sampling on the Property and hence the descriptions that apply to sampling in this section and analysis in the next section relate to work carried out in mid-1980s to 1990 by Forbex and Cambior. Records of historical drilling and sampling, prior to mid-1980s, carried out by companies and individuals were not well archived. There are no stored drill cores, either on or off the Property, available for re-examination. However, there are some drill logs/reports still available, but not sufficiently comprehensive to allow well-informed conclusions with regards to the core handling, sampling and analytical methods.

Core samples were split into two equal halves using core splitter. The one-half samples were shipped to the lab on a regular basis for preparation and analysis. The remaining halves of the core were retained in labelled core boxes to serve as an archive. The Authors were unable to locate cores from Forbex's drill program but Cambior's core boxes were found stored in covered shacks at the old Yvan Vezina Mill site near the town of Destor located roughly 25 km north of the Property.

11. SAMPLE PREPARATION, TEST WORK AND ANALYSIS, AND SECURITY

Between 1986-1990, Forbex and Cambior used various labs for sample preparation and analysis. With a few exceptions, most of these labs were either independently owned and operated locally or were out-of-town establishments such as MetricLab (1980) Inc., the Assayers Limited, both based locally (Rouyn-Noranda) and in Toronto, and Cambior's own operating mine facility (Yvan Vezina Mill) of Mines Rouyanda Inc. These labs were respected facilities during that time but no longer exist due to acquisition by competitors or dissolution. However, one may assume, albeit with caution, that all work was carried out in a professional manner meeting industry standards of the day. These companies had internal assurance and quality control procedures in place but it is not known if these procedures were carried at the secondary laboratory level.

12. DATA VERIFICATION

Fieldex has carried out no exploration work on the Property. All relevant exploration data, published or unpublished, were provided by Cambior to the Authors through Fieldex. Most of the historical data that were submitted to the government are in the public domain, however, there is also a fair amount of Cambior's data (probably others) that were produced for Cambior's internal use and are unavailable to the general public, but were made available to the Authors.

Gold and Ag analyses are generally given in g/t and base metals (Cu and Zn), where analyzed, are shown in percentages. It seems though that these labs used typical fire assay techniques that are still in use today, but the Authors found no record of analytical methodology in Cambior's files.

13. ADJACENT PROPERTIES AND MINERAL BELT

The Rouyn-Noranda area is one of the most prolific mineralized regions of the Abitibi greenstone belt in north-western Québec and, is home to numerous past and present gold and base metal mines (Dube and Dumont 2007). The largest base and precious metal deposit, the Horne Mine, is a gold-rich VMS deposit with 59.3 Mt at 2.2% Cu, 5.88 g/t Au, 13 g/t Ag, and is located just over 1.0 km north from the northern boundary of the Property. The two properties with two gold prospects and a past-producing gold mine, straddling immediately against the Property, are briefly described below.

Alexis holds 35 claims and two mining concessions, covering 607 ha that abut against the southwest corner of the Property. These claims cover the past-producing Stadacona Mine (2.74 t grading 5.49 g/t Au), located about 400 metres west of the Stadacona prospect. The Stadacona shaft and mine workings provide underground access to the mineralization of Stadacona East prospect. Another gold deposit, the Lac Pelletier, occurs within Alexis's land holding and is, located approximately 1.45 km west-southwest of the Stadacona East prospect. The historical possible reserve at the Lac Pelletier gold deposit is reported at 487,799 t grading 7.84 g/t Au (Alexis Press Release, September 27, 2005).

The Wright-Rouyn deposit is currently owned by Resources Yorbeau and located about 800 m southwest of the Stadacona East prospect. The deposit contains historical possible reserves of 41,000 t grading 8.9 g/t Au (estimated prior to NI 43-101 standards: Alexis Press Release, September 27, 2005).

14. MINERAL RESOURCE AND MINERAL RESERVE ESTIMATES

14.1 General

Fieldex has carried out no exploration or development work on the Property and no NI 43-101 compliant mineral resource estimates have been prepared for gold deposit underlying the Property.

The Authors spent one day in the field on the Property and half-day at the site where Cambior stored the core from its drilling program in 1987-1990. The core is stored in covered shacks at the old Yvon Vezina Mill site near the Destor town located roughly 25 km north of Rouyn-Noranda. The boxes are identifiable and, although no inventory was conducted, it appears that virtually all the core from Cambior's drill programs is present. It is the Authors' opinion that should Fieldex carry out exploration work on the Property and proceed to prepare a mineral resource estimate, it would plausibly be able to resample the historic core and reliably integrate the assay results with newly gathered data.

14.2 Historical Possible Mineral Reserve Estimate

During the course of its exploration programs between 1987 and 1990, Cambior prepared a historical possible reserve estimate for "Stadacona East prospect" (Viens 1988, Belzile et al. 1989). Details of the estimation procedure and the parameters used, including a cut-off grade were not filed for assessment work, are not in the public domain. These and other relevant information used to prepare the historical possible reserve estimates are available to the Authors in Cambior's various internal valuation reports and memos (Viens 1988, Belzile et al. 1989, Caille 1998, Plasse 2004).

During 1987-88, Cambior drilled 83 holes, totalling 26,206 m (Belzile et al. 1989). Approximately 70% of those holes were drilled to evaluate the "Stadacona East ore zone" (prospect). This northeast-striking (060°), shear-hosted zone was estimated at that time to comprise a historical possible reserve of 488,400 metric tons grading @6.3 g/t (undiluted), that contains approximately 98,940 ounces of gold (Appendix 3: Viens 1988). The parameters and representative mineralized intercepts from holes used to calculate the historical possible reserve are set out in the Report.

Following the Viens (1988) historical possible reserves estimation of the Stadacona East prospect, Belzile et al. (1989) recalculated the historical possible reserves and conducted a profitability study for purposes of developing/mining the Stadacona East prospect. A dilution factor of 20% was utilized on all grade and tonnage calculations. From Viens' historical possible reserves evaluation, the stopes were planned and a grade and a tonnage assigned to each stope in their calculation that generated the following results:

Average grade..6.5 g/t
Tonnage...418,046 t

So the,

Diluted grade ....5.4 g/t
Diluted tonnage..501,655 t

And finally, tonnage was divided as follows:

Cumulative tonnage ....501,655 t
Development tonnage ....40 358 t
Stopes tonnage...461,297 t
Pillars (left in stope)....................................(23 065) t
Tonnage from stopes....................................438,232 t

Thus, Cambior planned for 478,590 tons (40,358+438,232) to be mucked out.

The above historical possible reserves were calculated to a depth of 500 m. Belzile et al. (1989) considered the actual tonnage as too low to be mined economically and suggested increasing the historical possible reserves before planning to mine underground. He also concluded that there is little potential to expand laterally, but recommended a 6-hole drill program, totalling 7,400m, to explore the possibility of increasing tonnage at depth (Table 1).

Table 1. Proposed drill hole locations – Belzile et al. (1989).

Drill Hole	Section	Depth	Length
A	420 E	620m	1000m
B	200 E	725m	1200m
C	350 E	725m	1200m
D	500 E	725m	1200m
E	300 E	850m	1400m
F	450 E	850m	1400m

The recommendations of Belzile et al. (1989) to drill six long holes (7,400 m) from variable underground depths (see Table 1) in order to assess the gold mineralization potential from currently known depths has some merit but should wait until an underground exploration decision is made. This recommendation is based on an historical hole (33-78) that was supposedly drilled from underground at more than a 900m depth that intersected a significant zone of gold mineralization (5.19 g/t Au over 4.30m – see the longitudinal section – Leonard and Poirier 1987, Belzile et al. 1989). This is a significant mineralized interval, however, the Authors were unable to locate the cores or drill logs in the database provided by Cambior or anywhere in the government's work assessment files. Therefore, the Belzile et al. (1989) recommendation should be taken into consideration only after physical confirmation of their referenced drill hole. Also, the Belzile et al. (1989) assessment of a limited or no lateral extension of the mineralized zone, especially towards the east, in the Authors' opinion, appears premature at this stage, especially in the light of limited past exploration efforts that were made in extending this zone to the east.

The above historical estimates, referred to as historical possible reserves, were prepared prior to the implementation of NI 43-101. The Authors have neither audited these estimates nor attempted to classify them according to NI 43-101 standards. They are presented here because Fieldex and the Authors consider these to be relevant and of historic significance. **These historical possible reserve estimates should not be relied upon.**

15. MINERAL PROCESSING AND METALLURGICAL TESTING

The former Stadacona Mine is located a few hundred meters west of the Stadacona East prospect. The Stadacona East zone is the main gold mineralized zone on the Property and was partially mined on two levels (600 and 850) by the Stadacona Mine in 1957-58. During this time, approximately 10,000 tonnes of ore grading 5.0 g/t Au were extracted. However, there is no record, to the Authors' knowledge, that the Stadacona Mine employees carried out any mineral processing on the Property. There is no record of metallurgical testing carried out by Cambior.

Cambior, which conducted the preliminary profitability study in 1989 with the possibility of mining operation at the Stadacona East prospect, used 93% percent gold recovery as one of the parameters in their calculation (see section 16.0 below). Cambior, however, did not carry out the metallurgical test work but instead used the 93% mineral recovery on the assumption that the ore mineralogy is not complex.

Fieldex carried out no metallurgical test work on the Property.

16. OTHER RELEVANT DATA AND INFORMATION

In 1989, Cambior carried out a preliminary economic study (Belzile et al. 1989) with the objective of eventually undertaking a gold mining operation at the Property. It is important to note though that the cost of the proposed exploration and development programs, which were projected in the 1989 study, will not stand up to the scrutiny of today's substantially higher cost of exploration and mining operations. All costs reported in Canadian dollars by Cambior. The Authors did not convert the Canadian currency into American, a common practice in the industry, nor have they attempted to convert the quoted financial estimates in terms of today's dollar figures, which are expected to be substantially higher to what they were in 1989.

The procedures and methods were used in the profitability study are reported "as is" and left unaudited as the Authors were not mandated by Fieldex to do the auditing. Since this profitability study was done prior to the implementation of NI 43-101 standards, it should therefore be considered only of a historic significance and not be relied upon. The historic profitability study that is discussed below is intended only for the reader's right to know of any information, exploration or mining activity, intended or carried out on the Property. **The Company is not treating the historical profitability study as current or potentially reliable and thus this information should not be relied upon.**

The 1989 profitability study, which included an underground exploration and development program, was thought to aid the mining of the historical possible reserves from the "Forbex gold prospect", that is now referred to as the "Stadacona East prospect" (see "14.2 Historical Possible Mineral Reserve Estimate"). This study recommended the following exploration and development programs:

- Establishment of a minimum surface infrastructure and purchase of shaft sinking gears.
- Shaft sinking to 449 m and drifting to eight levels with raises and ore passes to set up transport of muck to surface.
- Mining of a total of 538 m of drift in the zone of historical possible reserves at three different levels. In addition, a total of 2,812 m of drilling is planned from these three levels in order to check the extension of the gold mineralized within the shaft access.
- Excavation of an exploration drift on the last level from where deep drilling of the gold mineralized zone can be carried out.

Equipment and development costs to the above programs were based on the railroad type equipment and considered acceptable in the mining of this type of narrow, gold mineralized zone.

The study also included a five-month pre-production phase to start on six stopes for which the cost was estimated to be approximately $3.86 million or $8.06/ton. The details of the cost are explained below:

- Equipment purchases to bring production up to 12,000 tons/month = $963,000.
- Exploration and development drilling on two levels and development of six stopes = $1.62 million.
- General cost of program = $1.08 million.
- Management cost = $201,244.

Subsequent to this pre-production program, the profitability study expected four years of production from the zone of historical possible reserves at the Stadacona East prospect. The mining method proposed in the economic model is the Shrink-cage. The study's average cost to build this economic model was explained in the following manner:

	$/ton
Definition drilling	0.22
Development	4.57
Mining and Skipping	18.77
Haulage and Milling	19.50
Utilities	19.70
Management	3.45
Total	66.21

In order to project the profitability of the mining operation, the study generated some financial projections to ascertain a base case with the following assumptions:

Price of Gold	$500
Average Grade Milled	5.2 g/metric ton
Milled Tonnage	478,590 metric tons
Recovery	93%

The extraction of the historical possible reserves was planned for a six-year period. The financial projection summary for this duration was explained in the following terms:

1. Capitalized cost of the underground exploration programs: $9,850,789 or $20.58/t.
2. Pre-production costs: $3,860,228 or $8.06/t.
3. Average operation costs: $66.21 ore milled/t.

This scenario translates into $8,093,723 cash flow from the operation. This cash flow projection was based on the total of 3,860,228 tons of historical possible reserves that average @5.4 g/t gold at a gold price of $500. The study indicated that the break-even price of gold was $621/oz or 6.63 g/t @$500.

The study concluded that the gold price in 1989 with a grade of 5.4 g/t would yield a lower profit margin unless the gold price was advanced to $621 plus. There is potential for revenues to increase if the price of gold, currently around $660/oz, advances higher. Thus, in order for this operation to become economically viable, the historical possible reserves of the prospect would have to be increased substantially coupled with a higher gold price before going into production.

The exploration program should focus on the confirmation of the historical possible reserves both laterally and to depth, as recommended in Cambior's profitability study (Belzile et al. 1989). The exploration program should also be directed to the area in the east between the Fiske-Keymor gold zone and the Red Gold zone, which is considered to be a part of the Stadacona East prospect. If economically interesting gold mineralization is found in this area, then a lateral increase could be added to the existing strike length of the Stadacona East gold mineralized zone.

17. DISCUSSION AND CONCLUSIONS

Available geological data suggests that the Property is underlain by mafic to felsic metavolcanic rocks of the very important Blake River Group (BRG). These metavolcanic rocks intruded by concordant to discordant dikes and sills of metagabbro, diorite and quartz diorite. There are two economically significant structures host gold mineralization on the Property:

- the Stadacona deformation zone (SDZ); and
- the Fiske-Abbeville fault (FAF).

Of the two, the SDZ has been explored extensively and hosts the Stadacona East gold prospect. The prospect comprises a main ore body (300 m long and 3.0 m wide), the Stadacona East gold mineralized zone, and several associated satellite ore bodies, including the 98, 104 and Red Gold zones, all appear to be occurring in an en-echelon manner within northeast-striking SDZ.

Another potentially economic gold zone, the Fiske-Keymor sector, is located in the south-central part of the Property. The gold mineralization in this area occurs within east to east-northeast-striking, well-mineralized (up to 5% pyrite and arsenopyrite) shear zones that differ in orientation and in sulphide contents relative to their SDZ counterpart in south-western corner of the Property. These differences led previous workers (Caille 1998, Plasse 2004) to conclude that this mineralization is unrelated to the Stadacona East prospect. This conclusion although have some merit because of different structural directional setting of this mineralization.

However, in the Authors' opinion, gold mineralization possibly represents the same mineralized horizon at both locations, but differing in settings. At the Stadacona East prospect, the east-northeast-striking mineralized shears are probably related to the FAF dragged along northeast trending cross structures (SDZ) while no such structures are known in the Fiske-Keymor area. However, the Fiske-Keymor area is relatively under explored and needs thorough testing by appropriate geophysical and geological methods in order to make an informed comparison of these two areas.

The presently available IP data (Lavoie 1987) suggest two sub-parallel, semi-continuous, east-west trending IP anomalies, separated approximately 200m apart, that transgress the southern part of the Property. The northern anomaly reflects sulphide mineralization in the Fiske-Keymor area and the southern anomaly, part of which is interpreted to coincide with northeast trending Stadacona prospect, occurs near the southern Property boundary.

The orientation and location of these two IP anomalies suggests that the mineralization in Fiske-Keymor and Stadacona East prospect areas is the manifestation of the same gold mineralized event, which became physically separated by various tectonic processes. Two of these tectonic events could be the repetition of mineralized horizons by tight isoclinal folding, which was subsequently modified by later faulting event(s) that produced the northwest- and northeast-striking faults and shears. The published government and unpublished historical reports and maps reveal many regional faults/shears and repetitious folding of supracrustal sequences in the Rouyn-Noranda area.

The SDZ is characterized by a series of northeast-striking (055°-065°), north-dipping, metric-scale, subparallel, altered shears (chloritized and carbonatized) that comprise an area of 1.0 km by 7.0 km in the southwest corner of the Property. Gold mineralization, which is associated with pyrite and arsenopyrite, occurs both near and along the contact between sheared metagabbro and fragmental mafic to intermediate metavolcanic rocks within the SDZ. The main Stadacona East gold mineralized zone (3m by 300m) represents the largest of all zones in the SDZ (others include Zone 98, Zone 104 and Red Gold Zone).

The southwest part of the SDZ, which hosts the Stadacona East prospect is located a few hundred metres west of the Stadacona Mine. The Stadacona East prospect and the Stadacona Mine ore body are on the same gold mineralized trend, thus increasing the possibility that the Stadacona East prospect could become an economically viable deposit. Historic studies indicate that the "possible" ore reserves at the Stadacona East prospect is around 488,400 tonnes grading 6.3 g/t Au (undiluted - Viens 1988) and 501,655 tonnes grading 5.4 g/t after taking 20% dilution factor into the consideration (Belzile et al. 1989).

These studies considered the historical possible reserves to be uneconomic at the price of gold in 1989 and recommended that a substantial increase in the historical possible reserves is needed to render the deposit economically viable. The Authors must caution readers that these historical possible reserve estimates were prepared prior to the implementation of NI 43-101 standards and therefore cannot be relied upon. However, these preliminary results indicate that significant historic possible reserves are present, and that the Stadacona East prospect has a potential for expansion both along on the strike (eastward) and to depth, should the strategically targeted exploration program be implemented.

Belzile et al. (1989) recommended six underground drill holes, totalling 7,400 m, in order to possibly increase the historical possible reserves of the Stadacona East prospect at depth. The Authors strongly advise not to pursue underground drilling until a thorough surface assessment has been achieved. The gold mineralized zone ought to be expanded both laterally and at depth, but first by extensive surface exploration programs (ie. geological mapping, structure, alteration, litho-geochemistry and geophysical data) and by diamond drilling from surface that may result into either extending the known gold mineralized zone or discovering new zones of gold mineralization to the east of the Stadacona East prospect.

The historical geophysical data, especially the IP survey (Lavoie 1987), suggest a northeast-trending axis of the anomaly, which is roughly coincident with the Stadacona East mineralized zones, and was probably once a part of the two east-west trending IP anomalies located east and west from northeast and southwest ends, respectively, of the gold mineralized zone anomaly. These two east-west trending anomalies, especially the anomaly located east of the gold mineralized zone, albeit discontinuous, appear to be heading east where convergence with the anomaly coincident with Fiske-Keymor gold zone in the east-central part of the Property is expected. This area is relatively unexplored and therefore presents an opportunity to define a possible eastern extension of the Stadacona East prospect or to discover new gold mineralized zones of similar or better grade and tonnage by implementing a systematic exploration program.

18. RECOMMENDATIONS

In order to confirm the historical possible reserves and also to find new mineralized zones of potentially economic interest, the following recommendations are made by the Authors:

1. **Construction of a grid**, at 100 m line spacing, over the entire southern half of the Property, extending from south-western to eastern extremities of the Property.

2. **Ground magnetic survey** coverage, at 100 m line spacing, over the entire newly cut grid stated above.

3. **A new IP survey**, at 100 m line spaced over the entire newly cut grid and at 50 m line spacing in the Fiske-Keymor area. The historical IP survey conducted by GEOLA for Forbex did not cover the entire recommended area and also relatively out-of-date in terms of both recent advancements in technology and the know-how of collecting and processing the data. The Fiske-Keymor in the south-central Property area is considered by the Authors to be important in terms of its potential geological-structural link with the Stadacona East prospect located in southwest corner of the Property. The new IP survey could potentially help establish this link and may also help in defining other prospective areas in the south-eastern area of the Property.

4. **Bedrock mapping** (1:5,000 or 10,000 scale) over the entire grid with emphasis on structural aspects of the survey is recommended, especially in south-western and south-central parts of the Property. The bedrock mapping should also be accompanied with extensive litho-geochemical sampling of altered, mineralized, and non-mineralized rock units.

5. **Rehabilitation of historic trenches and shafts** and possibly some expansion, and systematic litho-geochemical sampling therein (e.g., Fiske and Keymor). If the results are encouraging then these trenches and adjacent areas should be drill-tested in order to assess the extent and economic potential of this very important area stated in recommendation 3.

6. **Possible extension of the Stadacona East historical possible reserves to depth.** The Belzile et al. (1989) recommendation to drill six holes, totalling 7,400m, from various underground depths is not advisable until a thorough surface assessment has been completed. However, the Authors recommend testing of the mineralized zone at depth during an advanced stage of a systematic exploration program. First re-logging of selected holes from the zone of historical possible reserves should be undertaken in order to confirm the grades and precise location of the holes and also to establish the structural complexity of the zone. The re-logged holes along with historical holes should be projected to the surface and then succeeded with a few long, fill-in drill holes from the surface to test the zone beyond the current depth of the mineralization. The number and depth of the planned drill holes are subject to the need of fill-in holes but estimated to be somewhere from 5,000 to 7,000 metres.

7. **A 3,000m drill program** is recommended in the Fiske-Keymor sector in the south-central part of the Property**,** either simultaneous with or before the drilling of the Stadacona East prospect. The objective of this drilling program is two-fold:

    - test the known gold zone for the possibility of incurring better grades and width, and
    - test the eastward extension of Stadacona East zone of historical possible reserves for potential linkage with mineralization in the Fiske-Keymor area by drilling to the west and southwest from Fiske Lake towards the Red Gold zone within the SDZ. The drilling in this area should be planned and integrated with the results of exploration phases stated in recommendations 3, 4 and 5.

8. **Preparation of a new NI 43-101 compliant report** that compiles and verifies the historical possible reserves and amalgamates data from the proposed exploration program.

19. BUDGET

PHASE I (Summer/Fall 2007)

Line cutting (@$400/lkm x 150 lkm @100m line spacing)	$ 60,000
Ground magnetometer survey (@$100/lkm x 150 lkm)	$ 15,000
IP survey (@$1,350/lkm x 150 lkm)	$ 202,500
Geological mapping (60 days - two geologists & two assistants + accommodations, meals, vehicles, fuel and supplies)	$ 100,000
Prospecting (60 days – two prospectors + accommodations, meals, vehicles, fuel and supplies)	$ 60,000
Outcrop stripping and power washing (backhoe, labour, high pressure water pumps) @ $1,500/day x 10 days	$ 15,000
Assays and whole rock analyses	$ 10,000
Project supervision	$ 15,000
Geophysical consulting	$ 6,000
Interim reports and maps	$ 20,000
Contingency (15%)	$ 75,525
Total	$ 579,025

PHASE II (Winter 2007-08)

Diamond drilling: 10,000 m @ $110/m (all inclusive)	$1,100,000
Project supervision	$ 60,000
Geophysical consulting	$ 7,000
Assaying	$ 150,000
Final reports and maps (one geologist, one geotechnician)	$ 50,000
Preparation of NI 43-101 report	$ 20,000
Contingency (15%)	$ 201,300
Total	$1,588,300
Grand total (Phase I + Phase II)	**$2,167,325**

Other Properties

The following is a summary of the Company's other gold and base metal exploration properties.

Hazeur Property

The Company will acquire the Hazeur property from Fieldex at the same time as it acquires the Property.

Location

The Hazeur property is located in the Chibougamau region of Québec. It is located approximately 25 kilometres south-west of the city of Chibougamau and 15 kilometres south of the city of Chapais. It is easily accessible by the Barrette-Chapais-South road and various other logging roads which are located in this region.

Description

The property is comprised of 147 mineral claims, covering a surface area of 2,382 hectares. The property was acquired by Fieldex in August 2006 and all of the claims are in full force and effect.

Geology

The Hazeur property is located at the eastern extremity of the North Volcanic zone of the Abitibi subprovince and, more precisely, within the Caopatina-Desmaraisville metavolcanic-metasedimentary belt. All the lithologies in the region belong to the Superior Province and are Archean in age, with the exception of Proterozoic diabase dykes. Caopatina segment is characterized by one metavolcanic-metasedimentary cycle that is divided into the Obatogamau and Caopatina formations. The Obatogamau Formation, situated at the base of the stratigraphic sequence, is interpreted as a vast sub-marine plain that consists of mafic to felsic metavolcanic centers scattered over tholeitic metabasalt. The Obatogamau Formation, which forms a long basin situated within a large regional syncline (the Druillettes syncline), is overlain by metasedimentary rocks of the Coapatina Formation. These rock units are crosscut by east-west-striking faults and overprinted by regional metamorphism that varies from the greenschist facies to the amphibolite facies.

Mineralization

The gold potential of the Coapatina metavolcanic-metasedimentary segment is evident by the presence of the Joe Mann mine, operated by Campbell Resources, the Philibert deposit Exploration Cambiex), and numerous gold showings that are dispersed along the segment. The Joe Mann mine, located approximately 15 kilometres east of the Hazeur property, has produced more than 900,000 ounces of gold since the 1950s. The Philibert deposit, located less than one kilometre to the east of the Hazeur property, contains resources from 1.4 Mt to 5.32 g/t. Au (MB-99-33: Government of Québec database). Ten gold showings have been identified on the property.

The gold grade of the showings varies from 1.00 g/t to 34.00 g/t. Little detailed work has been conducted in the past on these mineral showings.

Rapide Elliot Property

In January 2007, the Company entered into an agreement with 664548-8 Canada Inc. and Ressources Minerales JDG Ltée, both of Rouyn-Noranda, Québec, pursuant to which the Company acquired a 100% interest in the Rapide Elliot property by issuing an aggregate of 1,500,000 common shares and paying $25,000 to the two vendors. The vendors are at arm's length from the Company.

Location

The Rapide Elliot property is located in Chaudière and Senezerques townships, in the Kipawa region, south of the Québec portion of Temiscamingue. Access to the property is provided by numerous logging roads, located in the north portion of the property.

Description

The property is comprised of 33 contiguous blocks, which cover 1,950 hectares. All of the claims comprising the property are in full force and effect.

Geology

The Rapide Elliot property is located in the Grenville province. It is underlain by gneiss derived from a mature sequence of detrital and chemical metasedimentary rocks called the Kipawa formation that has been metamorphosed to upper amphibolite facies (Rive 1973b). The Kipawa alkaline intrusive complex is situated immediately south of the property and this plutonic mass could extend to the north of the property. The composition and texture of the complex is heterogeneous. Three principal internal units are present: a syenitic-monzonite facies; a banded mafic gneiss facies; and a peralkaline granite facies.

The discovery of uranium and gold mineralization at Hunter's Point in 1957 increased uranium exploration in the Kipawa region. From this time, several mining companies have sporadically undertaken exploration work in the region. The increased price of uranium over the last several years (currently at $136 US/pound; http:www.uxc.com/review/uxc_prices.aspx) has reinvigorated the interest in uranium exploration in this region. Many companies are currently active in this sector. More recently, many mining companies have undertaken major exploration work in the region. Aurizon Mines Ltd. has carried out a magnetic, electromagnetic and an airborne radiometric survey, covering a vast territory of this sector. In addition, a till sampling survey was conducted by Aurizon Mines Ltd. in the regions considered most favourable for gold mineralization. This survey has defined four trends of gold dispersion utilizing the analysis of heavy mineral concentrates. The north-east dispersion trend of gold in heavy mineral concentrate is located immediately to the north-west of the property and is evident along the length of a major geological structure in a northwest direction that covers the property at its centre. The heavy mineral concentrates have yielded analyses of more than 0.1g/T of gold in 27% of samples, including analyses of 1.3g and 2.0 g/T of gold (Aurizon Mines Ltd., September 12, 2006 press release).

These results demonstrate the potential of the Rapide Elliot property for the discovery of uranium and gold mineralization related to the Kipawa metasedimentary formation.

Relationship with Fieldex

Fieldex is currently the principal shareholder of the Company. Following the completion of the Fieldex Distribution, a maximum offering (but not the exercise of the Over-Allotment Option) and the acquisition by the Company of the Property and Hazeur property, Fieldex will own approximately 3.5% of the Company's common shares, and the shareholders of Fieldex will own in the aggregate approximately 32.4% of the Company's common shares. In the event of a minimum offering (but not the exercise of the Over-Allotment Option), these percentages would increase to 4.3% and 40.3%, respectively. See "Principal Shareholder".

Messrs. Martin Dallaire and Sylvain Champagne, two of the Company's executive officers and directors, are also directors and, respectively, the President and Chief Executive Officer and Chief Financial Officer of Fieldex. Mr. Claude Dufresne, a director of the Company, is also a director of Fieldex.

The Company shares office facilities in Rouyn-Noranda, Québec with Fieldex, whose head office is located in the same building. Accordingly, the Company shares certain support services with Fieldex, primarily administrative and logistics.

At the time of the Company's incorporation, it issued 7,439,931 common shares to Fieldex for consideration of $100. The Company will also enter into an agreement with Fieldex with respect to the acquisition by the Company of the Property and Hazeur property.

USE OF PROCEEDS

The estimated net proceeds to the Company from this Offering will be $2.5 million in the event of a minimum offering and $4.3 million in the event of a maximum offering, after deducting, in both cases, the Agent's fee and the expenses of the Offering, but without giving effect to the exercise of the Over-Allotment Option. The Company intends to use the net proceeds as follows.

	Minimum Offering	Maximum Offering
Exploration work - Stadacona East property	$2,167,325	$2,167,325
Unallocated working capital and future property acquisitions	332,675	2,132,675
Total	$2,500,000	$4,300,000

Given the nature of exploration work, it should be noted that re-allocation of the amounts mentioned above could become necessary under certain circumstances, especially based on the results obtained in carrying out the above-mentioned work.

SELECTED FINANCIAL INFORMATION

	Period ended March 31, 2007
Earnings and Deficit Statement Data	
Advertising and travel	$ 3,271
Professional fees	23,356
Net loss and deficit	(27,381)

	As at March 31, 2007
Balance Sheet Data	
Current assets	$ 576
Mineral property	175,000
Total assets	175,576
Total liabilities	52,857
Capital stock	150,100
Deficit	(27,381)
Shareholders' equity	$ 122,719

MANAGEMENT'S DISCUSSION AND ANALYSIS

Basis of Presentation

The following discussion and analysis of the Company's financial condition and results of its operations for the period ended March 31, 2007 should be read in conjunction with the Company's audited financial statements contained elsewhere in this prospectus. See "Risk Factors" for a discussion of the risks inherent in the business of the Company, which may also affect its continuing financial condition, cash flows and operating results.

Overview

From the Company's incorporation on January 24, 2007 to March 31, 2007, its operations were limited to acquiring the Rapide Elliot property from two arm's-length parties, in consideration for which the Company issued 1,500,000 common shares and paid $25,000. Subsequent to the end of the period, the Company issued an aggregate of 1,969,998 common shares by way of private placement in April 2007 to an aggregate of 18 investors at a price of $0.30 per share, for gross proceeds to the Company of $591,000. See "Business of the Company – History". The Company did not carry out any exploration work during this period.

Period Ended March 31, 2007

For the period ended March 31, 2007, the Company had expenses of $27,381. The Company did not incur any exploration expenses during the period.

Liquidity and Capital Resources

To date, the Company's limited operations have been funded by Fieldex. In April 2007, the Company raised gross proceeds of $591,000 through the issuance by way of private placement of an aggregate of 1,969,998 common shares. The shares were issued to an aggregate of 18 investors at a price per share of $0.30. As at April 30, 2007, the Company had assets of $743,314, liabilities of $35,801, and working capital of $527,617.

The Company believes that its existing cash and working capital, in conjunction with the amount to be raised pursuant to this Offering, will be sufficient to fund its short-term capital and liquidity needs, which include the potential acquisition of mining properties.

Contractual Obligations

As at March 31, 2007, the Company did not have any contractual obligations.

DIVIDEND POLICY

The Company's policy consists in retaining its earnings in order to finance future growth. Therefore, the Company has no intention of paying any dividends in the foreseeable future. Any future decision to pay cash dividends will be left to the discretion of the Board of Directors and will depend on the Company's financial position, its operating results and its capital requirements as well as on such other factors that the Board of Directors may consider relevant.

DESCRIPTION OF SHARE CAPITAL

The following is a summary of the material provisions which attach to the classes of shares of the Company's capital stock and is qualified by reference to the full text of the rights, privileges, restrictions and conditions of such shares. The Company is authorized to issue an unlimited number of common shares and preferred shares, issuable in series. As at the date hereof, 10,909,929 common shares are issued and outstanding.

Common Shares

Voting Rights

The common shares entitle the holders thereof to one vote per share at meetings of the Company's shareholders.

Payment of Dividends

Subject to the prior rights of any other shares ranking senior thereto, the holders of the Company's common shares are entitled to receive any dividends that may be declared by the Board of Directors.

Distribution of Assets Upon Winding-Up

Subject to the prior rights of any other shares ranking senior thereto, the holders of the Company's common shares are entitled to receive all of the Company's property and net assets available for distribution in the event of the Company's liquidation, dissolution or winding-up, whether voluntary or involuntary, or any other distribution of the Company's assets among its shareholders for the purpose of winding-up the Company's affairs.

Preferred Shares

The preferred shares may be issued in one or more series, with such rights and conditions as may be determined by the Board of Directors. There are no voting rights attached to the preferred shares except as prescribed by law. The preferred shares will rank ahead of the Company's common shares with respect to the return of capital in the event of the Company's liquidation, dissolution or other distribution of the Company's assets for the purpose of winding-up its affairs. There are no preferred shares currently issued and outstanding.

CAPITALIZATION

The following table sets out the Company's capitalization as at March 31, 2007 and as at March 31, 2007, as adjusted to give effect to: (i) a minimum offering (but not to the exercise of the Over-Allotment Option); and (ii) a maximum offering (but not to the exercise of the Over-Allotment Option), in both cases taking into account the acquisition by the Company of the Stadacona East property and Hazeur property and the private placement effected by the Company in April 2007:

	Authorized		As at March 31, 2007		As at March 31, 2007, as adjusted for Minimum Offering		As at March 31, 2007, as adjusted for Maximum Offering
Common shares	unlimited	$	150,100 (8,939,931 shs.)	$	3,941,100 (18,459,929 shs.)	$	5,941,100 (22,959,929 shs.)
Deficit		$	(27,381)	$	(27,381)	$	(27,381)
Shareholders' equity		$	122,719	$	3,913,719	$	5,913,719

CHANGES TO SHARE AND LOAN CAPITAL

There have been no material changes to the Company's share or loan capital since March 31, 2007, the end of its last fiscal period, other than as set out in this prospectus under the headings "Business of the Company – History" and "Prior and Future Sales".

PRINCIPAL SHAREHOLDER

The following table sets out the name of each person who, to the knowledge of the Company, directly or indirectly, owns of record or beneficially, or exercises control or direction over more than 10% of the common shares of the Company, before this Offering, the Fieldex Distribution and the acquisition by the Company of the Stadacona East and Hazeur properties.

Name and municipality of residence	Type of ownership	Number of shares	Percentage
Fieldex Exploration Inc. .... Rouyn-Noranda, Québec	Of record and beneficial	7,439,931	68.2%

After giving effect to a maximum offering (but not the exercise of the Over-Allotment Option), the Fieldex Distribution and the acquisition by the Company of the Stadacona East and Hazeur properties, the Company expects that Fieldex will own 800,000 common shares, representing 3.5% of the shares that will be issued and outstanding, which percentage would increase to 4.3% in the event of a minimum offering (but not the exercise of the Over-Allotment Option).

As of the date of this prospectus, the directors and executive officers of the Company did not beneficially own, directly or indirectly, or exercise control or direction over any of the outstanding common shares of the Company.

ESCROWED SECURITIES

The following table sets out the number of common shares that will be held in escrow pursuant to National Policy 46-201 Escrow for Initial Public Offerings ("NP 46-201") after giving effect to: (i) a minimum offering (but not the exercise of the Over-Allotment Option); and (ii) a maximum offering (but not the exercise of the Over-Allotment Option), in both cases taking into account the Fieldex Distribution and the acquisition by the Company of the Stadacona East and Hazeur properties:

Name and municipality of residence of shareholder	Number of common shares	% of class (Minimum Offering)	% of class (Maximum Offering)
Fieldex Exploration Inc. .... Rouyn-Noranda, Québec	800,000	4.3%	3.5%
Martin Dallaire .... Rouyn-Noranda, Québec	255,264	1.4%	1.1%

All of the foregoing common shares will be deposited with Computershare Investor Services Inc. under an escrow agreement to be entered into on or before the closing of this Offering (the "Escrow Agreement"). Escrow restricts the ability of holders to deal with their escrowed securities while they are in escrow. The Escrow Agreement sets out these restrictions. Except to the extent that the Escrow Agreement expressly permits, a shareholder whose securities are subject to escrow cannot sell, transfer, assign, mortgage, enter into a derivative transaction concerning, or otherwise deal in any way with the escrowed securities or any related share certificates or other evidence of the escrowed securities.

Under the Escrow Agreement, 10% of the escrowed common shares will be released from escrow on the date of listing of the Company's common shares on the TSXV (the "Initial Release") and an additional 15% of the escrowed shares will be released six months, twelve months, 18 months, 24 months, 30 months and 36 months following the Initial Release.

The foregoing schedule for release of the escrowed shares assumes that the Company will be listed on Tier 2 of the TSXV. If the Company meets the Tier 1 minimum listing requirements of the TSXV at any time prior to the expiry of the Escrow Agreement, the release of the escrowed shares will be accelerated. If the Company becomes a Tier 1 issuer within 18 months of the Initial Release, all escrowed shares that would have been released to that time, if the Company were an "established issuer" (as defined in NP 46-201) on its listing date, will be released immediately, and the remaining escrowed shares will be released in equal instalments six months, twelve months and 18 months after the Initial Release. If the Company becomes a Tier 1 issuer more than 18 months after the Initial Release, all of the remaining escrowed shares will be released immediately. The foregoing accelerated escrow release will not commence until an application to the TSXV for listing as a Tier 1 issuer has been made and the TSXV has issued a bulletin that announces the acceptance for listing of the Company's common shares on Tier 1 of the TSXV.

DIRECTORS AND EXECUTIVE OFFICERS

The name, municipality of residence and the position held with the Company as well as the principal occupation of each of the directors and executive officers of the Company are as follows:

Name, age and municipality of residence	Position held	First year as director	Principal occupation
Martin Dallaire (39)...................... Rouyn-Noranda, Québec	President and director	2007	President Fieldex Exploration Inc. (exploration company)
Sylvain Champagne [(1)] (40) .... Rouyn-Noranda, Québec	Chief Financial Officer and director	2007	Chief Financial Officer Fieldex Exploration Inc. (exploration company)
Claude Dufresne [(1)] (39)................ Mont Tremblant, Québec	Director	2007	Marketing Manager – Metal & Minerals IAMGOLD Corporation (mining and exploration company)
Pierre Vézina [(1)] (39)..................... St Lambert-de-Lévis, Québec	Director	2007	Director of Sales and Marketing Gestion SIM (holding company)

(1) Member of the Audit Committee.

The term of office of each director expires at the next annual meeting of shareholders of the Company.

As at the date of this prospectus, to the best of the Company's knowledge, the directors and executive officers of the Company do not own, directly or indirectly, or exercise control or direction over any of the issued and outstanding common shares of the Company.

As at the date of this prospectus, after giving effect to a maximum offering (but not the exercise of the Over-Allotment Option), the Fieldex Distribution and the acquisition by the Company of the Stadacona East and Hazeur properties, to the best of the Company's knowledge, the directors and executive officers of the Company will own, directly or indirectly, or exercise control or direction over 1.26% of the issued and outstanding common shares of the Company, which percentage would increase to 1.57% in the event of a minimum offering (but not the exercise of the Over-Allotment Option).

Messrs. Martin Dallaire and Sylvain Champagne, two of the directors and executive officers of the Company, are also directors and the President and Chief Executive Officer and Chief Financial Officer, respectively, of Fieldex. Claude Dufresne, one of the directors of the Company, is also a director of Fieldex. Potential conflicts of interest may result from the fact that Messrs. Dallaire and Champagne are directors and executive officers of both companies and that Mr. Dufresne is a director of both companies. See “Business of the Company - Relationship with Fieldex”.

During the last five years, the directors and executive officers of the Company have been engaged in their current principal occupations or in other capacities with the companies or firms indicated opposite their names or with related or affiliated companies, other than as set out below.

The following is a summary of the relevant experience of the Company’s four directors and executive officers:

Martin Dallaire, President and Director

Martin Dallaire is the President and a director of Fieldex. Mr. Dallaire obtained an engineering degree from the Université du Québec à Chicoutimi in 1992. Mr. Dallaire has more than ten years of experience in the financial industry, with particular expertise in managing and financing junior mining companies. His experience includes strategic planning, corporate structuring and reorganization, sourcing and structuring public and private financings, due diligence reviews and mergers and acquisitions. Mr. Dallaire has also been a member of the Surveillance Committee of the FÉRIQUE Funds since 2005. Mr. Dallaire will devote less than half of his time to the business and affairs of the Company.

Sylvain Champagne, Chief Financial Officer and Director

Sylvain Champagne holds a B.B.A. degree from the Université du Québec Abitibi-Temiskaming. Mr. Champagne has been the Chief Financial Officer of Fieldex since August 2004 and a director since January 2002. He has also acted as the Secretary and a director of Popup! Solutions Inc., a software research and development company, since August 2002. Mr. Champagne will devote less than half of his time to the business and affairs of the Company.

Claude Dufresne, Director

Claude Dufresne graduated with a Bachelors degree in Mining Engineering from Laval University in 1991. Following his graduation, Mr. Dufresne started working with Cambior as a metallurgist at the Yvan Vezina processing facilities in Abitibi-Temiscamingue, Québec. Two years later, he was promoted to Mill Superintendent and was responsible for overall operations. In 1996, Mr. Dufresne was transferred to Cambior’s largest operation, Omai Gold Mines Ltd., located in Guyana. Mr. Dufresne is now Marketing Manager – Metal & Minerals, where he oversees the sales and marketing activities of all non-gold metals and minerals produced by IAMGOLD Corporation.

Pierre Vézina, Director

Pierre Vézina holds a B.A. degree from Laval University and an MBA degree from the Université du Québec à Montréal and Université Paris-Dauphine. Since 1990, Mr. Vézina has been involved in sales and marketing. From 2001 to 2003, he was the Director of Sales and Marketing of Rinox Inc., a manufacturer located in Terrebonnne, Québec. Since 2003, Mr. Vézina has been the Director of Sales and Marketing of Gestion SIM of Beauceville, Québec, which owns four companies that sell wood components in the construction and renovation markets, with sales in all regions of Canada and the U.S. Mr. Vézina participated in developing the company’s growth strategy and oversees the development of sales. He has worked in the management and development of the market for more than 15 years. Mr. Vézina is a member of the Ordre des administrateurs agréés du Québec.

None of the foregoing directors or officers of the Corporation:

(a) is, or within the last ten years has been, a director or executive officer of any company that, while that person was acting in that capacity:

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

    (ii) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in such company becoming the subject of a cease trade or similar order, or an order that denied such company access to any exemption under applicable securities legislation for a period of more than 30 consecutive days; or

(iii) within a year of that person ceasing to act in that capacity, 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; or

(b) has, within the last ten years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or become subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his assets.

None of the foregoing directors or officers of the Corporation has been subject to:

(a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision.

Committees of the Board of Directors

The Company currently has an Audit Committee in place. The following is a description of the mandate of the Audit Committee:

Audit Committee

The Audit Committee oversees the Company's financial reporting process and internal controls, and consults with management, the Company's accounting department and its independent auditors on matters related to the Company's annual audit and internal controls, published financial statements, accounting principles and auditing procedures. The Audit Committee also reviews management's evaluation of the auditors' independence and submits to the Board of Directors its recommendations on the appointment of auditors.

The members of the Audit Committee are Claude Dufresne (chairman), Pierre Vézina and Sylvain Champagne. Under Multilateral Instrument 52-110 *Audit Committees*, a director of an audit committee is "independent" if he or she has no direct or indirect material relationship with the issuer, that is, a relationship which could, in the view of the Board of Directors, reasonably be expected to interfere with the exercise of the member's independent judgment. For the purpose of assessing the independence of a member of an audit committee, Multilateral Instrument 52-110 *Audit Committees* further provides that an individual will be deemed to have a material relationship with an issuer if he or she accepts, directly or indirectly, any consulting, advisory or other compensatory fee from the issuer, other than as remuneration for acting in his or her capacity as a member or as part-time chair or vice-chair of the board of directors of the issuer or any committee thereof. For this purpose, the indirect acceptance by an individual of any consulting, advisory or other compensatory fee includes the acceptance of a fee by an entity in which such individual is a partner, and which provides accounting, consulting, legal, investment banking or financial advisory services to the issuer.

Based on the foregoing, the Board of Directors has determined that Claude Dufresne and Pierre Vézina are independent members of the Company's Audit Committee. The Board of Directors considers that Sylvain Champagne is not an independent member of the Company's Audit Committee in that Mr. Champagne is the Chief Financial Officer of the Company.

The Board of Directors intends to effect a review of the Company's corporate governance practices in order to ensure that they are in compliance with applicable Canadian requirements.

REMUNERATION OF DIRECTORS AND EXECUTIVE OFFICERS

Executive Compensation

The following table sets forth the entire annual and long-term compensation paid to the Chief Executive Officer and Chief Financial Officer of the Company (collectively, the "Named Executive Officers") in consideration for services rendered, in all respects, to the Company during the period ended March 31, 2007.

Summary Compensation Table

	Annual Compensation				Long Term Compensation			
					Awards		Payouts	
Name and Principal Position	**Period ended March 31**	**Salary $**	**Bonus $**	**Other Annual Compensation $**	**Number of Options Granted**	**Restricted Stock Awards**	**LTIP Payouts**	**All Other**
Martin Dallaire President	2007	—	—	—	—	—	—	—
Sylvain Champagne Chief Financial Officer	2007	—	—	—	—	—	—	—

The compensation of Mr. Dallaire and Mr. Champagne will be determined by the Board of Directors of the Company in accordance with industry practices. As at the date of this prospectus, no compensation has been paid to the Named Executive Officers.

Options Granted or Exercised During the Most Recently Completed Fiscal Year

No options were granted to the Named Executive Officers or exercised by any of them during the period ended March 31, 2007.

Compensation of Directors

During the period ended March 31, 2007, and as at the date of this prospectus, the Company did not pay any cash compensation to its directors in consideration for services rendered in such capacity and it is not expected that the Company's will pay cash compensation to its directors in the near future. The Company intends to grant stock options to its directors under the Company's stock option plan.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the current directors or executive officers of the Company nor any associate of such director or officer is, or has been at any time since the incorporation of the Company, indebted to the Company, nor has any such individual been indebted to any other entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding, provided by the Company.

STOCK OPTION PLAN

On May 2, 2007, the Board of Directors of the Company adopted the 2007 Stock Option Plan (the "2007 Plan"). The Board of Directors will administer the 2007 Plan.

Under the 2007 Plan, Board of Directors of the Company may grant options to acquire common shares to directors, officers and employees of, and service providers to, the Company and its subsidiaries. The maximum number of common shares that can be issued upon the exercise of options granted under the 2007 Plan, together with any common shares issued or reserved for issuance under any other share compensation arrangement which is then in place, is equal to 10% of the number of the Company's common shares issued and outstanding from time-to-time.

The exercise price of options granted under the 2007 Plan is set at the time of the grant of the options, but cannot be less than the closing price of the Company's common shares on the TSXV on the trading day immediately preceding the day on which an option is granted.

The maximum period during which options may be exercised is five years from the date on which they are granted. Options granted under the 2007 Plan are not transferable other than by will or by the laws of succession of the domicile of the deceased optionee.

Under the 2007 Plan, if an optionee's employment or service provider relationship with the Company is terminated for cause, options not then exercised terminate immediately. If an optionee dies or becomes, in the determination of the Company's Board of Directors, permanently disabled, options may be exercised for that number of common shares which the optionee was entitled to acquire at the time of death or permanent disability, as the case may be. Such options may be exercised for a period of one year after the date of death or permanent disability. Upon an optionee's employment, office, directorship or service provider relationship with the Company terminating or ending other than by reason of death, permanent disability or termination for cause, options may be exercised for that number of common shares which the optionee was entitled to acquire at the time of such termination. Such options may be exercised for a period of 30 days after such date.

There are no stock options outstanding under the Plan as at the date of this prospectus.

PRIOR AND FUTURE SALES

The following sets out all shares issued by the Company since the date of its incorporation and additional shares to be issued by the Company on or before the closing of this Offering:

(a) on January 24, 2007, the Company issued 7,439,931 common shares to Fieldex for total consideration of $100. At the time of issuance of the foregoing shares, the Company was a wholly-owned subsidiary of Fieldex and did not have any assets. The purpose of the issuance of the 7,439,931 common shares was to ensure that Fieldex would have sufficient shares in order to proceed with the Fieldex Distribution;

(b) pursuant to an agreement dated as of January 31, 2007, the Company issued an aggregate of 1,500,000 common shares to the two vendors of the Rapide Elliot property at a deemed issue price of $0.10 per share. The deemed issue price of $0.10 per share was negotiated at arm's length between the Company and the vendors of the Rapide Elliot property;

(c) in April 2007, the Company issued an aggregate of 1,969,998 common shares at a price of $0.30 per share to 18 investors by way of private placement, for gross proceeds to the Company of $591,000; and

(d) prior to the closing of this Offering, the Company will issue 800,000 common shares to Fieldex at a price of $0.25 per share, as consideration for the transfer of the Stadacona East property and Hazeur property to the Company.

During the last twelve months, the Company did not grant any stock options.

ILLUSTRATION OF POSSIBLE TAX DEDUCTIONS

The following table illustrates the total estimated deductions available to subscribers in 2007 on "flow-through" shares included in the Units, based on the assumption that the subscribers are individuals residing in the province of Québec, that they are taxed at the combined provincial and federal maximum marginal rates, that each of the subscribers meets the conditions prescribed by the *Income Tax Act* (Canada) (the "Tax Act") and the *Taxation Act* (Québec) (the "Québec Act") described under the heading "Federal Income Tax Considerations Relating to the Offering".

		Minimum Offering $	Maximum Offering $
➢	Investment (per Unit)	1,000.00	1,000.00
➢	Offering expenses deduction (Québec) [1]	88.24	81.40
➢	CEE deduction [2]	500.00	500.00
➢	Additional CEE (Québec) [2] [3]	125.00	125.00
➢	Supplementary CEE (Québec) [2] [4]	125.00	125.00
➢	Total estimated deduction for tax purposes [5] Federal CEE ($500.00 x 24.215%) Québec – additional and supplemental CEE ($750 x 24%) Québec – minimum ($88.24 x 24%) Québec – maximum ($81.40 x 24%)	 121.08 180.00 21.18 N/A	 121.08 180.00 N/A 19.54
➢	Federal Investment Tax Credit [6]	75.00	75.00
➢	Estimated Tax Savings	397.26	395.62
➢	After-tax cost	602.74	604.38

1) The Québec Act provides a mechanism by which the expenses of the Offering are deductible at the provincial level up to 15% of the gross proceeds of the Offering. The expenses of the Offering, excluding the Agent's fee, are estimated at $200,000, which represents 6.67% of the gross proceeds in the event of a minimum offering and 4% of the gross proceeds in the event of a maximum offering. However, the amount that a subscriber can include, and thus deduct, in his account in respect of certain expenses of the Offering cannot exceed the surplus of the consideration that the subscriber paid to acquire shares pursuant to the Offering and the overall amount which the Company renounced (at the latest at the end of the year) in favour of the subscriber in respect of "flow-through" shares. The table assumes that the expenses of the Offering and the Agent's fee qualify for this deduction.

2) It is assumed that 100% of the subscription proceeds from the "flow-through" shares will be spent or deemed to be spent on CEE on or before December 31, 2007.

3) The Province of Québec provides for an additional deduction of 25 % in respect of certain exploration expenses incurred in the Province of Québec by a qualified corporation. The table assumes that this deduction applies.

4) The Province of Québec provides for a supplementary deduction of 25% in respect of certain surface mining exploration expenses incurred in the Province of Québec by a qualified corporation. This supplementary deduction is added to the CEE deduction which allows a resident of Québec to deduct 150 % of the exploration expenses which qualify for these two deductions. This table assumes that this additional deduction applies.

5) The tax benefits resulting from these deductions can be limited by the application of the alternative minimum tax described under the heading "Federal Income Tax Considerations Relating to the Offering". The calculation of the tax benefits does not consider the contribution to the health services fund which is provided for in the *Loi sur la Régie de l'Assurance Maladie du Québec*.

6) The holder is entitled to claim this non-refundable "flow-through mining expenditure" investment tax credit in the 2007 taxation year. The credit claimed reduces the cumulative CEE account for the year following the year in which it is claimed. If the CEE account becomes negative, that is if the holder does not acquire flow-through shares in 2008, an income tax of $18.16 ($75.00 x 24.215%) will be payable in 2008 on the income inclusion.

Subscribers should consult their own tax advisors on the federal and provincial tax considerations of an investment in "flow-through" shares.

CAPITAL GAIN TAX CONSEQUENCES

The following table illustrates the tax consequences of the disposition by subscribers, during 2008, of the shares included in the Units, with the assumption that the subscriber is a resident of Quebec, will be taxed at the highest marginal rate of 48.215% in 2008 and that subscriber meets the conditions prescribed by the Tax Act and the Québec Act described under the heading “Federal Income Tax Considerations Relating to the Offering”.

		Non-exempted federal and exempted provincial capital gain 1)			Non-exempted capital gain 1)	
		Minimum $	Maximum $		Minimum $	Maximum $
➢	Value of the shares when sold	900.00	900.00		900.00	900.00
➢	Minus : after tax-cost	602.74	604.38		602.74	604.38
➢	Profit before income tax on capital gain	297.26	295.62		297.26	295.62
➢	Minus : income tax on capital gain					
	Federal 2)	48.43	48.43		48.43	48.43
	Quebec 3) 4)	26.67	26.67		48.00	48.00
➢	Minus : income tax on the credit claimed in the previous year	18.16	18.16		18.16	18.16
➢	Profit after tax on the capital gain and on the credit claimed in the previous year	204.00	202.36		182.67	181.03
➢	After-tax profit on investment (%)	20.40%	20.24%		18.27%	18.10%

1) It is assumed that the fair market value of the shares of the Company is equal to the issue price of the non-flow-through shares included in the Units ($0.40). No guarantee can be given concerning this assumption. It is also assumed that the sole shares owned by the subscriber are those acquired by subscription in the present investment.

2) At the federal level, the income tax on the capital gain is calculated by multiplying the taxable capital gain of $200.00 ($400.00 x 50%) by the highest marginal tax rate estimated at 24.215% in 2008.

3) The Québec Act provides for a mechanism that exempts the taxation of the capital gain realized on the sale of flow-through shares. This exemption is granted by the creation of a special account which includes half of the CEE incurred in Québec which qualifies for the additional deduction of 25% in respect of which the Company has renounced to the subscriber. Upon the sale of “flow-through” shares, the subscriber can decrease the related capital gain by an amount equal to the lesser of this taxable capital gain and the balance in this special account. The amount of decrease of the capital gain must be deducted from the balance of this special account.

4) At the Québec level, the income tax on the capital gain is calculated by multiplying the taxable capital gain of $200.00 by the highest marginal tax rate estimated at 24% in 2008.

Subscriber should consult their own tax advisors on the federal and provincial tax considerations of an investment in flow-through common shares.

FEDERAL INCOME TAX CONSIDERATIONS RELATING TO THE OFFERING

See “Glossary of Income Tax Terms” annexed to this prospectus for the meaning of certain of the defined terms used below.

In the opinion of Heenan Blaikie LLP, counsel to the Company, the following is a fair and adequate summary of the principal income tax considerations pursuant to the Tax Act generally applicable to a purchaser of Units who, pursuant to the Tax Act and at all relevant times, is an individual or corporation resident in Canada, holds the common shares and the warrants as capital property and deals at arms’ length with the Company. Generally, the common shares and warrants will be considered to be capital property to a holder provided that the holder does not use such securities in the course of carrying on a business and has not acquired them in one or more transactions considered to be an adventure in the nature of trade.

This summary is based on the current provisions of the Tax Act and the Québec Act and the regulations to the Tax Act (the “Regulations”) and the Québec Act, taking into account all published proposals for the amendment thereof which have been publicly announced by or on behalf of the Minister of Finance (Canada) or the Minister of Finance (Québec) prior to the date of this prospectus and on counsel’s understanding of the current published administrative and assessing practices of Canada Revenue Agency (“Revenue Canada”) and the Ministère du Revenu du Québec. No assurances can be given that the proposed amendments will be enacted as proposed or at all. This summary is not exhaustive of all possible Canadian federal tax considerations nor, subject to what is previously mentioned, does it take into account or anticipate any changes in the law or in the administrative practices of Revenue Canada, whether by legislative, governmental or judicial action or otherwise, nor does it take into account provincial, territorial or foreign tax considerations.

This summary is not applicable to holders: (i) who are principal-business corporations within the meaning of the Tax Act; (ii) whose business includes trading or dealing in rights, licences or privileges to explore for, drill or take minerals, oil, natural gas or other related hydrocarbons; (iii) an interest in which could constitute a "tax shelter investment" within the meaning of the Tax Act; (iv) who are partnerships; or (v) who are "financial institutions" for purposes of the mark-to-market provisions of the Tax Act. **Any such holder should consult its own tax advisor with respect to an investment in Units.**

This summary is of a general nature only and is not intended to be legal or tax advice to any purchaser of Units in particular and should not be interpreted as such. Each prospective purchaser should therefore consult its own tax advisors with respect to its own particular circumstances.

This summary assumes that the Company will incur sufficient Qualifying Expenditures to enable it to renounce to subscribers an amount equal to the Flow-Through Funds, that the Company will make all filings in respect of the issue of the Flow-Through Shares and the renunciation of Qualifying Expenditures in the manner and within the time required by the Tax Act and the Regulations (and corresponding provincial legislation) for the renunciation to be effective as of the date set out in the subscription agreements between subscribers and the Company, that all expenses will be reasonable and that all renunciations will be validly made. In addition, while the Company will furnish each subscriber with information with respect to renounced Qualifying Expenditures for purposes of filing income tax returns, the preparation and filing of returns will remain the responsibility of each subscriber. This summary also assumes that the Company will be a "principal business corporation" within the meaning of the Tax Act at all material times and that the Flow-Through Shares, when issued, will not be prescribed shares as defined in section 6202.1 of the Regulations. If any of the above assumptions are incorrect, the Company may be unable to renounce some or all of the Qualifying Expenditures which it has agreed to renounce hereunder.

The federal income tax consequences to a particular subscriber of an investment in Units will vary according to a number of factors including the particular province in which the subscriber resides, carries on business or has a permanent establishment, the legal characterization of the subscriber as an individual, corporation, trust or partnership, the amount that would be the subscriber's taxable income but for the investment in the Units, the length of a subscriber's fiscal period and the manner in which the proceeds for the Flow-Through Shares are expended.

Flow-Through Shares – Qualifying Expenditures

The Company will be entitled to renounce Qualifying Expenditures incurred by it during the Expenditure Period to the extent of the subscription price for the Units which is properly allocable to the Flow-Through Shares, as permitted by and in accordance with Tax Act. The Company and Agent have, by agreement, allocated $500 per Unit to the Flow-Through Shares. Qualifying Expenditures that are properly renounced to a subscriber will be deemed to have been incurred by that subscriber on the effective date of the renunciation.

The Company generally will be entitled to renounce CEE incurred by it on or after the date that subscriptions for the Units are accepted and on or before December 31, 2008, less: (i) any previous renunciations with respect to such expenses; (ii) any portion of those expenses which are prescribed under the Regulations as being "Canadian exploration and development overhead expenses"; (iii) certain seismic expenses; and (iv) any assistance that the Company has received, is entitled to receive, or may reasonably be expected to receive at any time which is reasonably related to those expenses. The Company may not renounce to subscribers an amount in excess of the amount paid by the subscribers that is properly allocable to the Flow-Through Shares. Further, the Company will not be entitled to renounce CEE to the extent that such renunciation, if effective, would cause the Company's own cumulative CEE ("CCEE") to be a negative amount. The Tax Act also restricts the amount of CEE which the Company can renounce to the extent that, but for the renunciation, the Company would be entitled to claim a deduction in respect of the CEE so renounced in computing its income for purposes of the Tax Act. Revenue Canada's published administrative position is that this restriction would not apply merely because the Company has insufficient income to otherwise claim the CEE deduction.

The Tax Act contains a one year "look-back" rule which, if certain conditions are satisfied, entitles the Company to renounce Qualified Expenditures incurred by it in 2008 to subscribers effective on December 31, 2007. In other words, the subscribers are deemed to have incurred Qualified Expenditures on December 31, 2007 even though the Company did not incur the expenditures until 2008. For this rule to apply in respect of a Flow-Through Share, the subscriber must have paid the consideration in money for the Flow-Through Share on or before December 31, 2007, the subscriber and the Company must deal with each other at arm's length continuously until January 1, 2009, and the renunciation must be made by March 31, 2008.

Where Qualifying Expenditures have been renounced effective December 31, 2007 but it is subsequently determined that the Qualifying Expenditures were not properly renounced or the Company has failed to incur the Qualifying Expenditures by December 31, 2008, the Company will be required to reduce the amount of expenditures renounced to the subscribers and the subscribers' income tax returns for the years in which the expenditures were claimed will be reassessed accordingly.

A subscriber may deduct in computing such subscriber's income from all sources for a taxation year an amount not exceeding 100% of the balance of such subscriber's cumulative Canadian exploration expense ("CCEE") account (as defined in the Tax Act) at the end of that taxation year. Qualifying Expenditures renounced to a subscriber will increase the subscriber's CCEE account in the year that the renunciation is effective. Deductions claimed by a subscriber reduce the CCEE account in the year deductions are claimed. The right to deduct CCEE accrues to the initial purchaser of the Flow-Through Shares and is not transferable. To the extent that a subscriber does not deduct the balance of such subscriber's CCEE account at the end of the taxation year, the balance may be carried forward and deducted in subsequent taxation years in accordance with the provisions of the Tax Act. If at the end of a taxation year the reductions in calculating a subscriber's CCEE account exceed the additions thereto, the excess must be included in computing the subscriber's income for that year and the subscriber's CCEE account will thereupon have a nil balance. A subscriber's CCEE account will be reduced by the amount of any assistance, including federal and provincial investment tax credits, that the subscriber has received or is entitled to receive in respect of CEE. See "Investment Tax Credits" below. The disposition of Flow-Through Shares will not reduce the balance in a subscriber's CCEE account.

Certain restrictions apply in respect of the deduction of CCEE following an acquisition of control and on certain reorganizations of a corporate subscriber. Corporate subscribers should consult their own independent tax advisors for advice with respect to the potential application of these rules to them having regard to their own particular circumstances.

Investment Tax Credit

Individual subscribers (other than trusts) who acquire Flow-Through Shares from the Company will be entitled to claim a non-refundable investment tax credit equal to 15% of the Qualifying Expenditures renounced to them that qualify as "flow-through mining expenditures" (as defined in subsection 127(9) of the Tax Act) less the amount of any assistance (which may include provincial tax credits) that the subscriber receives or may receive in respect of Qualifying Expenditures. Such expenses must be incurred, or deemed to be incurred, by the Company. The investment tax credit may be applied to offset federal income tax payable for a taxation year to the extent it exceeds the individual's alternative minimum tax for that year and may be applied in the year Qualifying Expenditures are renounced to the individual, the following ten years, or in the prior three years. The individual's CCEE balance will be reduced by the amount of the tax credit for years following the year in which the credit is claimed. See the discussion above concerning CCEE.

Calculation of Adjusted Cost Base

A holder of Units offered hereunder must allocate the price paid for each Unit in a reasonable manner between the common shares and the warrants comprised in the Units in order to determine the adjusted cost base thereof for purposes of the Tax Act. The Company will allocate the entire subscription price of a unit to the common shares comprised therein. Revenue Canada shall not be bound by this allocation.

The Flow-Through Shares acquired hereunder will be deemed to have been acquired by the subscriber for an initial cost of nil, and the adjusted cost base to a holder of a common share will be the average cost of all common shares held by the holder as capital property, including the Flow-Through Shares and the non-flow-through common shares acquired as part of the Units, any common shares acquired upon the exercise of the warrants or pursuant to the Fieldex Distribution and any common shares acquired other than through this Offering.

Disposition of Common Shares

A disposition or deemed disposition of a common share (other than to the Company) will generally result in the realization of a capital gain (or a capital loss) to the extent that the proceeds of disposition of the holder's common shares are greater (or less) than the adjusted cost base of the common share for the holder immediately prior to the disposition and reasonable expenses incurred by the holder for purposes of making such disposition. One-half of any capital gain (a taxable capital gain) must be included in computing the income of a taxpayer for the year in which the disposition takes place, while one-half of any capital loss (an allowable capital loss) will generally be required to be deducted against taxable capital gains realized by the subscriber in the same taxation year. Allowable capital losses not deducted in the year in which they arise may be deducted by a taxpayer from taxable capital gains realized in any of the three preceding years or any subsequent year, subject to the detailed provisions of the Tax Act in that regard.

Subscribers that are "Canadian-controlled private corporations" for the purposes of the Tax Act may be subject to an additional refundable tax of 6 2/3 % on their "aggregate investment income," which is defined in the Tax Act to include an amount in respect of taxable capital gains and certain income from property.

A subscriber who disposes of Flow-Through Shares will retain the entitlement to receive renunciations of Qualifying Expenses from the Company, as well as the ability to deduct any CEE previously deemed to have been incurred by the subscriber, and a subsequent purchaser of such Flow-Through Shares will not be entitled to any renunciation of any Qualifying Expenditures in respect thereof.

Exercise of Warrants

In general, the holder of a warrant will not realize a gain or a loss upon the exercise of a warrant. When a warrant is exercised, the cost for the holder of the common share that will thus be acquired will be equal to the aggregate of the adjusted cost base for the holder of the warrant and the exercise price paid for the common share. In general, in order to determine the adjusted cost base of such common share, the cost of all of the common shares acquired upon the exercise of a warrant will be averaged with the adjusted cost base of all of the other common shares of the Company held by the holder as capital property immediately prior to the exercise.

Disposition or Expiry of Warrants

Upon a disposition or deemed disposition of a warrant, other than on the exercise of the warrant, the holder of the warrant will generally realize a capital gain or a capital loss to the extent that the proceeds of disposition of the warrant, less the costs of disposition, are greater or less than the adjusted cost base, if any, of the warrant for such holder and any reasonable costs of disposition.

The Canadian tax treatment of capital gains or capital losses realized upon the disposition or expiry of a warrant is identical to the treatment described above under "Disposition of Common Shares".

Minimum Tax

Under the Tax Act an alternative minimum tax is payable by an individual other than certain trusts equal to the amount by which the alternative minimum tax exceeds the tax otherwise payable under Part I of the Tax Act. In calculating adjusted taxable income for the purpose of determining minimum tax, certain deductions and credits otherwise available such as the deduction for CEE not used to reduce resource income, are disallowed and certain amounts not otherwise taxable are included in income, such as 80% of net capital gains. The Tax Act disallows the deduction of certain carrying charges for purposes of computing adjusted taxable income for minimum tax purposes that relate to an investment in flow-through shares to the extent that the deduction for such carrying charges exceeds the individual's resource income after deductions for resource expenses, including CEE. In computing adjusted taxable income for minimum tax purposes, a $40,000 exemption is provided. The federal rate of minimum tax is currently 15.5%. Whether and to what extent the tax liability of a particular subscriber will be increased by the minimum tax will depend upon the amount of such subscriber's income, the sources from which it is derived and the nature and amounts of any deductions that such subscriber claims. Any additional tax payable for a year from the application of the minimum tax provisions is recoverable in subsequent years to the extent that tax otherwise determined exceeds the minimum tax for any of the following seven taxation years. Subscribers should consult their own independent tax advisors with respect to the potential alternative minimum tax consequences to them having regard to their own particular tax circumstances.

Cumulative Net Investment Loss

One-half of the amount of CEE renounced to a subscriber will be added to the subscriber's cumulative net investment loss ("CNIL") account, as defined in the Tax Act. A subscriber's CNIL account may impact a subscriber's ability to access the $750,000 ($500,000 for Québec tax purposes) lifetime capital gains exemption available on the disposition of certain qualified small business corporation shares, farm property and fishing property.

Québec Tax Considerations

Generally, the foregoing considerations apply for purposes of determining taxable income under the Québec Act, except as noted below. Certain CEE incurred in Québec by a mining company which is not in production may qualify for deductions of up to 150% of such CEE.

Furthermore, provided that certain conditions are fulfilled, the Québec Act provides for a mechanism to exempt part of the taxable capital gain realized by or attributable to an individual upon the sale of Flow-Through Shares. This exemption is based on a cumulative expenditures account comprising one-half of the CEE incurred in the Province of Québec that gives rise to the additional 25% deduction for Quebec tax purposes. Upon the sale of the Flow-Through Shares, an individual may claim a deduction in computing his or her income in respect of a portion of the taxable capital gain realized (which is attributable to the excess of the price paid to acquire the Flow-Through Shares over their adjusted cost base immediately prior to such sale). In general, the amount of the deduction may not exceed the lesser of (i) such portion of the taxable capital gain realized; and (ii) the account balance, subject to certain other limits provided under the Québec Act. Any amount thus used from the account will reduce the account balance, while any new deduction of CEE incurred in Québec will increase it. The portion of the taxable capital gain represented by the increase in value of the Flow-Through Shares over the price paid to acquire the Flow-Through Shares will continue to be taxable and the amount accrued in the account may not reduce this gain.

Further the Québec Act provides, subject to certain limitations, for the availability of deduction of the costs of issue in respect of Flow-Through Shares where the CEE to be incurred is in Québec. To the extent that the Company incurs this type of expense, it may renounce it to the subscribers.

The federal investment tax credit, if any, is not taxable in respect of Québec income taxation and the individual taxpayer’s CCEE for Québec tax purposes does not need to be reduced by the amount of the federal investment tax credit claimed for a preceding year.

An alternative minimum tax also exists under the Québec Act under which a basic exemption of $40,000 is available and the net capital gain inclusion rate is 75%. The Québec alternative minimum tax rate is 16%.

The Québec Act provides that where an individual taxpayer (including a personal trust) incurs, in a given taxation year, investment expenses to earn investment income in excess of the investment income earned for that year, such excess shall be included in the taxpayer’s income, resulting in an offset of the deduction for such portion of these investment expenses. For these purposes, investment expenses include certain deductible interest and 50% of CEE renounced to a subscriber for Flow-Through Shares, other than CEE incurred in Québec, and investment income includes taxable capital gains not eligible for the capital gains exemption. That portion of the investment expenses which has been included in the taxpayer’s income in a given year may be deducted against investment income earned in any of the three previous years and any subsequent taxation year, provided the investment income earned in any of these years exceeds the investment expenses incurred in that year.

RISK FACTORS

The purchase of the Units entails several major risks. In addition to those described elsewhere in this prospectus, potential subscribers should consider carefully the following factors, several of which apply in general to shareholders of a business involved in mineral exploration.

Risks Related to the Business of the Company

Exploration and Development. Resource exploration is a speculative business and involves a high degree of risk. There is no known body of commercial ore on the Stadacona East property and there is no certainty that the expenditures to be made by the Company in the exploration of the Stadacona East property or otherwise will result in discoveries of commercial quantities of minerals. The exploration for and development of mineral deposits involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. Although the discovery of an ore body may result in substantial rewards, few properties explored are ultimately developed into producing mines. Significant expenditures may be required to locate and establish ore reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the current exploration programs planned by the Company will result in a profitable commercial mining operation.

Significant capital investment is required to achieve commercial production from successful exploration efforts. The commercial viability of a mineral deposit is dependent upon a number of factors. These include: (i) deposit attributes such as size, grade and proximity to infrastructure; (ii) current and future metal prices (which can be cyclical); and (iii) government regulations, including those relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and necessary supplies and environmental protection. The complete effect of these factors, either alone or in combination, cannot be entirely predicted, and their impact may result in the Company not receiving an adequate return on invested capital.

Any figures for mineral resources contained in this prospectus are estimates and no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized. Market fluctuations and the prices of metals may render resources uneconomic. Moreover, short-term operating factors relating to the mineral deposits, such as the need for orderly development of the deposits or the processing of new or different grades of ore, may cause a mining operation to be unprofitable in any particular accounting period.

There is no assurance that any of the Company's exploration properties possess commercially mineable bodies of ore. All of the Company's properties, including the Stadacona East property, are in the exploration stage as opposed to the development stage and have no known body of economic mineralization. The known mineralization at these projects has not been determined to be economic ore and there can be no assurance that a commercially mineable ore body exists on any of the Company's properties. There is no certainty that any expenditure made in the exploration of the Company's properties will result in discoveries of commercially recoverable quantities of ore. Such assurance will require completion of final comprehensive feasibility studies and, possibly, further associated exploration and other work that concludes a potential mine is likely to be economic. In order to carry out exploration and development programs of any economic ore body and place it into commercial production, the Company may be required to raise substantial additional funding.

As the Company does not have revenues, it will be dependent upon future financings to continue its plan of operation. The Company has not generated any revenues since its incorporation. The Company's plan of operations involves the implementation and execution of exploration programs on the Stadacona East property. There is no assurance that these exploration activities will result in the establishment of commercially exploitable mineral deposits on the Company's properties. Even if commercially exploitable mineral deposits are discovered, the Company may require substantial additional financing in order to carry out the full exploration and development of its properties before it is able to achieve revenues from sales of mineral resources that the Company is able to extract.

The Company has incurred losses and there is no assurance that it will ever be profitable. Since incorporation, the Company has incurred losses and will continue to experience losses unless and until it can derive sufficient revenues from its properties. The Company has no history of earnings or of a return on investment, and there is no assurance that any of the properties that the Company has or will acquire will generate earnings, operate profitably or provide a return on investment in the future.

Dependence on key personnel. The Company's success is highly dependent upon the performance of key personnel working in management, supervisory and administrative capacities or as consultants. The loss of the services of its senior management or key personnel could have a material and adverse effect on the Company and its business and results of operations.

Reliance on independent contractors. The Company's success depends to a significant extent on the performance and continued service of independent contractors. The Company will contract the services of professional drillers and others for exploration, environmental, construction and engineering services. Poor performance by such contractors or the loss of such services could have a material and adverse effect on the Company and its business and results of operations and could result in failure to meet its business objectives.

There is no assurance that the Company's title to its mineral exploration properties will not be challenged. The acquisition of title to mineral exploration properties is a very detailed and time-consuming process. Title to and the area of mineral properties may be disputed. While the Company has diligently investigated title to its properties, they may be subject to prior unregistered agreements or transfers or aboriginal land claims and title may be affected by undetected defects. The Company has not surveyed the boundaries of the Stadacona East property and consequently the boundaries of the Stadacona East property may be disputed.

Some of the Company's mineral claims may be subject to surface rights of private landowners. Some of the land covered by the claims comprising the Stadacona East property is situated within the city of Rouyn-Noranda, Québec. The Province of Québec, like other Canadian provinces, allows staking of mineral rights on privately-held lands and the carrying out of assessment work. However, the Company may be required to negotiate access and provide compensation to an owner of surface rights if damage occurs to the owner's property during the course of exploration.

There is no assurance that the Company will obtain required permits and licenses. The Company's operations may sometimes require licenses and permits from various governmental authorities. The Company believes that it will be able to obtain in the future all necessary licenses and permits to carry on the activities which it intends to conduct, and intends to comply in all material respects with the terms of such licenses and permits. There can be no guarantee, however, that the Company will be able to obtain and maintain, at all times, all necessary licenses and permits required to undertake the proposed exploration and development or to place its properties into commercial production and to operate mining facilities thereon. In the event of commercial production, the cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations or preclude the economic development of a particular property.

The Company's potential profitability depends upon factors beyond its control. The potential profitability of any of the Company's current or future properties will be dependent upon many factors beyond its control. For instance, world prices of and markets for minerals are unpredictable, highly volatile, potentially subject to governmental interference, pegging and/or controls and respond to changes in domestic, international, political, social and economic environments. Another factor is that rates of recovery of minerals from mined ore may vary from the rate experienced in tests and a reduction in the recovery rate will adversely affect profitability and, possibly, the economic viability of the Property. Profitability also depends on the costs of operations, including costs of labour, equipment, electricity, environmental compliance or other production inputs. Such costs will fluctuate in ways the Company cannot predict and are beyond the Company's control, and such fluctuations could impact on profitability and may eliminate profitability altogether. Additionally, due to worldwide political and economic uncertainty, the availability and cost of funds for development and other costs have become increasingly difficult, if not impossible, to project. These changes and events may materially affect the Company's financial performance.

Fluctuation of mineral prices may affect the Company's financial results. Factors beyond the Company's control may affect the marketability and price of minerals discovered, if any. Resource prices have fluctuated widely in recent years and are affected by numerous factors beyond the Company's control, including international, economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumptive patterns, speculative activities and increased production due to new extraction developments and improved extraction and production methods. The effects of these factors cannot be accurately predicted.

Competitive nature of the mining industry. There is aggressive competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. The Company will be competing with other mining companies, many of which have greater financial resources than does the Company, for the acquisition of mineral claims, leases and other mineral interests, as well as for the recruitment and retention of qualified employees and other personnel. There can be no assurance that the necessary funds can be raised or that any projected work will be completed.

Environmental, health and safety regulation of resource industry. If any of the Company's properties are proven to host economic reserves of metals, mining operations will be subject to federal, provincial and local laws relating to the protection of the environment, including laws regulating removal of natural resources from the ground and the discharge of materials into the environment. Mining operations will be subject to federal, provincial and local laws and regulations which seek to maintain health and safety standards by regulating the design and use of mining methods and equipment. Various permits from government bodies are required for mining operations to be conducted; no assurance can be given that such permits will be received. No assurance can be given that environmental standards imposed by federal, provincial or local authorities will not be changed or that any such changes would not have material adverse effects on the Company's activities. Moreover, compliance with such laws may cause substantial delays or require capital outlays in excess of those anticipated, thus causing an adverse effect on the Company. Additionally, the Company may be subject to liability for pollution or other environmental damage, which the Company may not be able to insure against.

The Company may not always be able or may choose not to obtain insurance for many of the risks that it faces. In the course of exploration, development and production of mineral properties, several risks and, in particular, unexpected or unusual geological or operating conditions, may occur. It is not always possible to fully insure against such risks, and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in an increase in costs and a decline in the value of the Company's securities. The Company is currently not insured against environmental risks. Insurance against environmental risks (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) has not been generally available to companies within the industry. The Company will periodically evaluate the cost and coverage of the insurance that is available against certain environmental risks to determine if it would be appropriate to obtain such insurance. Without such insurance, and if the Company becomes subject to environmental liabilities, the payment of such liabilities would reduce or eliminate the Company's available funds or could exceed the funds that the Company has to pay such liabilities and result in bankruptcy. Should the Company be unable to fund fully the remedial cost of an environmental problem, it might be required to enter into interim compliance measures pending completion of the required remedy.

No operating history as an independent operating company. The Company has never operated as a stand-alone company. Upon completion of this Offering and the Fieldex Distribution, the Company will function as an operating company independent of Fieldex, and Fieldex will have no obligation to provide assistance to the Company. The Company's lack of independent operating history may have a material adverse effect on its operating results.

Risks Related to the Market

Fieldex shareholders who receive common shares as part of the Fieldex Distribution may choose to sell those shares, which could depress the trading price of the Company's common shares for as long as those sales are continuing. Fieldex shareholders who receive shares of the Company pursuant to the Fieldex Distribution may choose to sell those shares, particularly if an investment in a gold and base metals exploration company does not meet the shareholders' investment criteria. Sales of a substantial number of the Company's shares, or the perception that those sales may occur, could depress the prevailing market prices of the Company's shares, regardless of the Company's business prospects.

Volatility of Share Prices. Share prices are subject to changes because of numerous factors beyond the Company's control, including reports of new information, changes in the Company's financial situation, the sale of the Company's common shares in the market, the Company's failure to achieve financial results in line with the expectations of analysts, or announcements by the Company or any of its competitors concerning results. There is no guarantee that the market price of the Company's common shares will be protected from any such fluctuations in the future.

Absence of Prior Public Market. There has been no prior public market for the Company's common shares, and an active trading market may not develop or, if it does develop, may not be sustained. The lack of an active market may impair shareholders' ability to sell their common shares at the time they wish to sell them or at a price that they consider reasonable. The lack of an active market may also reduce the fair market value and increase the volatility of the common shares. An inactive market may also impair the Company's ability to raise capital by selling common shares and to acquire other exploration properties or interests by using the Company's common shares as consideration.

Risks Related to the Company's Financial Statements

The Company's financial statements may not reflect its financial condition and results of operations on a stand-alone basis. The Company's historical financial statements may not be indicative of its financial condition and results of operations had the Company actually operated on a stand-alone basis during the period presented. In particular, the Company's costs and expenses could have been different had it been operating on a stand-alone basis. The operating costs included in the Company's financial statements do not include any allocation of financial reporting, governance, investor relations and other costs that will be incurred in the future when the Company is a stand-alone public company.

PLAN OF DISTRIBUTION

Pursuant to an agency agreement (the "Agency Agreement") dated July 3, 2007 between the Company and Desjardins Securities Inc. (the "Agent"), the Agent has agreed to distribute, on a best efforts basis, subject to the issuance by the Company, in accordance with the terms and conditions of the Agency Agreement, a minimum of 3,000 Units and a maximum of 5,000 Units at a price of $1,000 per Unit to the subscribers in Québec, Ontario, Alberta and British Columbia. The offering price of the Units was determined by negotiation between the Company and the Agent. The Agency Agreement provides, among other things, that the Company will pay the Agent a fee of $500,000 in the case of the maximum offering, and $300,000 in the case of the minimum offering, representing 10% of the gross proceeds of this Offering, subject to the condition that the Agent's fee will be $75 per Unit (7.5%) with respect to subscriptions from insiders of the Company and certain other persons, subject to aggregate maximum subscriptions by such persons of $2 million.

The Company has granted the Agent the Over-Allotment Option pursuant to which it may sell up to a maximum of 750 additional Units at a price of $1,000 per Unit, payable in cash against delivery of such additional Units. The Over-Allotment Option is exercisable in whole or in part from time-to-time for a period of 60 days from the date of the closing of this Offering only for the purpose of covering over-allotments, if any, made by the Agent in connection with this Offering. If the Over-Allotment Option is exercised, the Agent will receive a fee of $100 per additional Unit sold pursuant to such option. This prospectus qualifies the distribution of the Over-Allotment Option to the Agent and the Units issuable upon the exercise thereof.

It is expected that the initial closing of the Offering will occur on or about July 10, 2007, or at any other date agreed upon by the Company and the Agent but no later than October 5, 2007, subject to compliance with all of the legal provisions and the conditions provided for in the Agency Agreement.

The Company reserves the right to accept or refuse subscriptions, in whole or in part. The Agent has agreed to distribute the Units on a best efforts basis but is not required to subscribe for any Units. The obligations of the Agent pursuant to the Agency Agreement may be terminated based on its assessment of the state of the financial markets or if certain events stipulated in the Agency Agreement occur.

As additional remuneration, the Company will grant warrants (the "Compensation Warrants") to the Agent to purchase a number of additional common shares (the "Compensation Shares") that is equal to 7% of the total number of "flow-through" common shares and common shares comprised in the Units issued hereunder. The Compensation Warrants may be exercised at any time during a period of two years following the date of their grant, at a price of $0.50 per share. This prospectus also qualifies the distribution of the Compensation Warrants and the Compensation Shares.

Subscription proceeds will be received by the Agent, or by any other investment dealer authorized by the Agent, and will be held by the Agent in trust until the closing. With respect thereto, the Agent agrees to maintain a register containing the subscription date, name and account number or address of each subscriber as well as the number of Units subscribed for by each subscriber. If a closing for a minimum of 3,000 Units has not occurred by October 5, 2007, namely 90 days after the date of a receipt for the final prospectus in respect of this Offering, the distribution will not continue and all subscription funds will be returned to the subscribers, without interest or deduction, as soon as possible after such date.

The Company has applied to list the shares and warrants distributed under this prospectus on the TSXV. Listing will be subject to the Company fulfilling all the listing requirements of the TSXV.

The Units have not been and will not be registered under state or federal securities laws in the United States and, as provided for in the Agency Agreement, may be offered and sold in the United States pursuant to exemptions regarding such registration. In this respect, the Units may be distributed in the United States in accordance with Rule 144A ("Rule 144A") of the United States *Securities Act of 1933*, as amended (the "U.S. Securities Act") only to persons who are deemed to be "qualified institutional buyers" within the meaning of this rule. Therefore, any Unit purchased by a qualified institutional buyer in the United States shall be deemed to be a "security subject to restrictions" within the meaning of Rule 144A and may not be resold by such purchaser unless such purchaser is registered pursuant to the federal and state securities laws in the United States or without the possibility of requesting an exemption from such registration. In addition, until 40 days after the commencement of this Offering, any offer or sale of Units within the United States by a dealer (whether or nor participating in this Offering) may violate the registration requirements of the U.S. Securities Act if that offer or sale is made otherwise than in accordance with Rule 144A.

DETAILS OF THE OFFERING

Offering

The Offering consists of a minimum of 3,000 Units and a maximum of 5,000 Units at a price of $1,000 per Unit.

Units

Each Unit consists of: (i) 1,000 "flow-through" common shares of the Company at a price of $0.50 per share ($500); (ii) 1,250 common shares at a price of $0.40 per share ($500); and (iii) 1,125 common share purchase warrants, with each warrant entitling the holder to acquire one additional common share of the Company at a price of $0.60 for a period of two years.

The warrants will be represented by certificates. Only certificates representing whole warrants will be issued; subscribers for Units will not be entitled to any cash payment or any other type of compensation with respect to any fractional warrants that may have been otherwise issued.

The definitive certificates representing the shares and warrants forming the Units will be available for delivery at the closing of the Offering.

Flow-Through Shares

The “flow-through” shares comprised in the Units issued under this Offering have the same rights and privileges as the common shares and form part of the common shares in the capital stock of the Company.

Pursuant to the terms and conditions of the subscription agreement to be entered into between the Agent, as agent for the subscribers, and the Company, the Company will take all reasonable steps in order to incur, before December 31, 2008, CEE in an amount equal to the subscription price of the “flow-through” shares comprised in the Units sold under this Offering, and to renounce such CEE in favour of the subscribers for the “flow-through” shares comprised in the Units. Furthermore, the Company shall, no later than March 31, 2008, remit to the subscribers the required forms under the Tax Act and the Québec Act, as applicable, relating to the subscription for “flow-through” shares comprised in the Units and the renunciation of CEE in order to permit them to complete and file their income tax returns for 2007.

Warrants

The following is a summary of the principal attributes of the warrants and refers to the Warrant Indenture mentioned hereunder. A copy of the Warrant Indenture can be obtained by making a request therefor to the Secretary of the Company.

Certificates for the warrants will be issued to Unit subscribers through a book-entry system. The warrants will be governed by an agreement entered into prior to the closing of this Offering (the “Warrant Indenture”) between the Company and Computershare Investor Services Inc. as trustee (the “Trustee”). The Company has designated the Trustee, in its Montreal and Toronto offices, as agent for the warrants where such warrants can be surrendered for their exercise or exchange. The Company can, as the case may be, name any other agent with respect to the warrants.

The Warrant Indenture provides for adjustment in the number of common shares issuable upon the exercise of the warrants and/or the exercise price per common share upon the occurrence of certain events, including:

(i) the issuance of common shares or securities exchangeable for or convertible into common shares to all or substantially all of the holders of the common shares by way of a stock dividend or other distribution (other than a dividend paid in the ordinary course or a distribution of common shares upon the exercise of any outstanding warrants or options);

(ii) the subdivision, redivision or change of the common shares into a greater number of shares;

(iii) the consolidation, reduction or combination of the common shares into a lesser number of shares;

(iv) the issuance to all or substantially all of the holders of the common shares of rights, options or warrants under which such holders are entitled, during a period expiring not more than 45 days after the record date for such issuance, to subscribe for or purchase common shares, or securities exchangeable for or convertible into common shares, at a price per share to the holder (or at an exchange or conversion price per share) of less than 95% of the “current market price”, as defined in the Warrant Indenture, for the common shares on such record date; and

(v) the issuance or distribution to all or substantially all of the holders of the common shares of securities of the Company including rights, options or warrants to acquire shares of any class or securities exchangeable or convertible into any such shares or property or assets and including evidences of indebtedness, or any property or other assets.

The Warrant Indenture also provides for adjustment in the class and/or number of securities issuable upon the exercise of the warrants and/or exercise price per security in the event of the following additional events:

(i) reclassifications of the common shares;

(ii) consolidations, amalgamations, arrangements or mergers of the Company with or into any other corporation or other entity (other than consolidations, amalgamations, arrangements or mergers which do not result in any reclassification of the outstanding common shares or a change of the common shares into other shares); or

(iii) the transfer of the undertaking or assets of the Company as an entirety or substantially as an entirety to another corporation or other entity.

No adjustment in the exercise price or the number of common shares purchasable upon the exercise of the warrants will be required to be made unless the cumulative effect of such adjustment or adjustments would result in a change of at least 1% in the exercise price or a change in the number of common shares purchasable upon exercise by at least one one hundredth ($1/100^{th}$) of a common share, as the case may be.

The Company will covenant in the Warrant Indenture that, during the period in which the warrants are exercisable, it will give notice to warrant holders of certain stated events, including events that would result in an adjustment to the exercise price for the warrants or the number of common shares issuable upon exercise of the warrants, at least 14 days prior to the record date or effective date, as the case may be, of such event.

No fraction of a common share will be issued upon the exercise of a warrant. In lieu and in place of share fractions, the holder of a warrant will receive a cash payment based on the price of the common shares. Warrant holders are not entitled to any voting rights or pre-emptive rights or any other rights conferred upon a person as a result of being a holder of common shares.

MATERIAL CONTRACTS

The only material contracts entered into by the Company since the date of its incorporation, other than those entered into in the ordinary course of business, are the following:

1. the agreement dated January 31, 2007 with 664548-8 Canada Inc. and Ressources Minerales JDG Ltée with respect to the Rapide Elliot property as described under "Business of the Company – Rapide Elliot Property";

2. the form of subscription agreement entered into in April 2007 with various investors with respect to the private placement, as described under "Prior and Future Sales";

3. the Agency Agreement entered into on July 3, 2007 with the Agent as described under "Plan of Distribution";

4. the Transfer Agency and Registrar Agreement dated July 3, 2007 with Computershare Investor Services Inc.;

5. the Escrow Agreement dated July 3, 2007 with Fieldex, Martin Dallaire and Computershare Investor Services Inc.;

6. the Warrant Indenture to be entered into no later than the closing of this Offering with Computershare Investor Services Inc., as described under "Details of the Offering"; and

7. the agreements with Fieldex to be entered into no later than the closing of this Offering with respect to the Stadacona East property and Hazeur property, as described under "Business of the Company – Stadacona East Property".

Copies of the above-mentioned agreements may be consulted at the registered office of the Company and at the Toronto offices of Heenan Blaikie LLP, counsel to the Company, at 200 Bay Street, South Tower, Suite 2600, Toronto, Ontario M5J 2J4, during normal business hours, during the entire course of distribution of the Units offered hereunder and for a period of 30 days thereafter.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as disclosed under "Business of the Company — Relationship with Fieldex", the Company has not completed a material transaction within the three years prior to the date of this prospectus in which any of its directors, executive officers or principal shareholders, or any of their associates or affiliates, had any material interest, either direct or indirect.

AUDITORS, REGISTRAR AND TRANSFER AGENT

The auditors of the Company are Raymond Chabot Grant Thornton LLP, 158, rue Mgr Tessier Ouest, Rouyn-Noranda, Québec J9X 2S6.

Computershare Investor Services Inc., at its principal office at 1800 McGill College Avenue, 7th Floor, Montreal, Québec H3A 3K9 is the transfer agent and registrar of the common shares of the Company.

LEGAL PROCEEDINGS

The Company is not involved in any legal proceedings.

EXPERTS

Certain legal matters in connection with the Units offered hereunder will be passed upon on behalf of the Company by Heenan Blaikie LLP and on behalf of the Agent by Colby, Monet, Demers, Delage & Crevier L.L.P. As at the date hereof, the partners and salaried associates of Heenan Blaikie LLP, counsel to the Company, and the partners and salaried associates of Colby, Monet, Demers, Delage & Crevier L.L.P., counsel for the Agent, do not own, directly or indirectly, any outstanding common shares of the Company.

Information of an economic (including economic analysis), scientific or technical nature in respect of the Company's and/or Fieldex's mineral projects and properties is contained in this prospectus and is based in part upon the technical report entitled "Stadacona East Property, Rouyn Township, Northwestern Quebec" dated May 10, 2007, as amended on June 27, 2007, prepared by Frederick W. Breaks, Ph. D, M. Sc. P. Geo. and Ikram (Ike) A. Osmani, M.Sc., P. Geo. Mr. Breaks is a member of the Association of Professional Geoscientists of Ontario and an independent "qualified person" for the purposes of NI 43-101. Mr. Osmani is a member of the Association of Professional Engineers and Geoscientists of the Province of Manitoba; a member of the Association of Professional Geoscientists of Ontario; a temporary member of the Ordre des Géologues du Québec; a member of the Prospectors and Developers Association of Canada; and a "qualified person" for the purposes of NI 43-101, but may not be considered as an independent qualified person because of his relationship with the Company. Neither Mr. Breaks nor Mr. Osmani beneficially owns, directly or indirectly, any of the outstanding common shares of the Company.

PROMOTER

Since Fieldex took the initiative of creating the Company with a view toward completing the transactions contemplated by this prospectus and implementing the Fieldex Distribution, it is the promoter of the Company within the meaning of the securities laws of certain provinces and territories of Canada. Following the Fieldex Distribution, the closing of a maximum offering (without giving effect to the exercise of the Over-Allotment Option) and the acquisition by the Company of the Stadacona East and Hazeur properties, Fieldex will own approximately 3.5% of the Company's issued and outstanding common shares, which percentage would increase to approximately 4.3% of the issued and outstanding common shares in the event of a minimum offering (without giving effect to the exercise of the Over-Allotment Option).

FIELDEX DISTRIBUTION

The Company is currently a majority-owned subsidiary of Fieldex. As described in more detail under "Business of the Company – History", the Company was established by Fieldex as a wholly-owned subsidiary in January 2007 with the intention that the Company would focus on exploration for gold, while Fieldex focused on exploration for other base metals.

Fieldex intends to reorganize by distributing the common shares of the Company that it currently owns to its shareholders. Fieldex will effect the reorganization by: (i) declaring a dividend payable in common shares of the Company; and (ii) distributing those common shares to its shareholders. The Company's common shares will be distributed on the basis of one of the Company's common shares for every six common shares of Fieldex held as of the close of business on the record date for the Fieldex Distribution (the "Distribution Record Date"). No fractional common shares will be distributed in connection with the Fieldex Distribution and shareholders of Fieldex will not receive any payment in lieu of fractional shares to which they would otherwise be entitled.

The Company further understands that Fieldex will announce, by way of press release, the Distribution Record Date as well as the day on which the Company's common shares will commence trading on the TSXV. Under the policies of the TSXV: (i) Fieldex must issue a press release announcing the Distribution Record Date at least seven trading days in advance of such date; and (ii) the Distribution Record Date must be two trading days after the day on which the Company's shares commence trading on the TSXV. The Fieldex Distribution will occur after the close of business on the Distribution Record Date. Definitive share certificates representing the Company's shares will be delivered to the registered holders entitled thereto as soon as reasonably practicable after the Distribution Record Date.

At present, there are 10,909,929 of the Company's common shares issued and outstanding. Of these, Fieldex owns 7,439,931 common shares (68.2%) while those who subscribed in the private placement in April 2007 hold an aggregate of 1,969,998 common shares (18.1%) and the two vendors of the Rapide Elliot property hold an aggregate of 1,500,000 common shares (13.7%).

It is expected that upon the closing of: (i) a minimum offering (without giving effect to the exercise of the Over-Allotment Option); and (ii) a maximum offering (without giving effect to the exercise of the Over-Allotment Option), in both cases taking into account the completion of the Fieldex Distribution and the acquisition by the Company of the Stadacona East and Hazeur properties, the issued and outstanding common share capital of the Company will be as follows:

	Minimum Offering		**Maximum Offering**	
Name	**Number of common shares**	**Percentage of outstanding shares**	**Number of common shares**	**Percentage of outstanding shares**
Fieldex shareholders..................................	7,439,931	40.3 %	7,439,931	32.4 %
Fieldex..	800,000	4.3 %	800,000	3.5 %
Investors – April 2007 private placement....	1,969,998	10.7 %	1,969,998	8.6 %
Investors – this Offering.............................	6,750,000	36.6 %	11,250,000	49.0 %
Vendors of Rapide Elliot property..............	1,500,000	8.1 %	1,500,000	6.5 %
Total..	18,459,929	100 %	22,959,929	100 %

FEDERAL INCOME TAX CONSIDERATIONS RELATING TO THE FIELDEX DISTRIBUTION

In the opinion of Heenan Blaikie LLP, counsel to Fieldex and to the Company, the following summary, as of the date hereof, describes the principal Canadian federal income tax considerations generally applicable under the *Income Tax Act* (Canada) (the "Tax Act") to shareholders of Fieldex with respect to the Fieldex Distribution. **The following summaries are of a general nature only and are not intended to be, nor should they be construed to be, legal or tax advice to any particular shareholder of Fieldex. Accordingly, shareholders of Fieldex are advised to consult their own tax advisors concerning the income tax consequences to them.**

(i) Material Federal Income Tax Considerations

This general summary of the principal Canadian federal income tax considerations is applicable to a shareholder of Fieldex who, for the purposes of the Tax Act: (i) deals at arm's length and is not affiliated with Fieldex or the Company; and (ii) holds Fieldex's common shares as capital property. Fieldex's common shares will generally be considered to be capital property to a holder provided that the holder does not use such securities in the course of carrying on a business and has not acquired them in one or more transactions considered to be an adventure in the nature of trade. Certain Canadian resident shareholders for whom Fieldex's common shares might not otherwise qualify as capital property may be entitled to make an irrevocable election in accordance with subsection 39(4) of the Tax Act to have those shares, and any other "Canadian securities" (as defined in the Tax Act) owned by that shareholder in the taxation year in which the election is made and all subsequent taxation years, be deemed to be capital property. This summary is not applicable to a shareholder that is a "financial institution" or a "specified financial institution", or a shareholder an interest in which is a "tax shelter investment" (all as defined in the Tax Act).

This summary is based on the current provisions of the Tax Act, the regulations thereunder, and the Company's understanding of the current administrative and assessing practices of the Canada Revenue Agency ("Revenue Canada"). This summary also takes into account all specific proposals to amend the Tax Act and the regulations thereunder publicly announced by the Minister of Finance (Canada) prior to the date of this prospectus and assumes that they will be enacted substantially as proposed, although no assurance in this regard can be given. This summary does not otherwise take into account or anticipate any changes in law or administrative practice, whether by legislative, governmental or judicial action or interpretation, nor does it take into account provincial, territorial or foreign income tax considerations.

Shareholders should consult with their own tax advisors for advice regarding the income tax considerations applicable to them, having regard to their particular circumstances.

(ii) Shareholders Resident in Canada

This portion of the summary is applicable to a shareholder who at all relevant times, for purposes of the Tax Act and any applicable tax treaty, is or is deemed to be resident in Canada.

(a) Distribution of Common Shares of the Company

On the distribution of the Company's common shares, a holder of Fieldex's common shares will be considered to have received a dividend equal to the fair market value of the Company's common shares so received. Under Revenue Canada's administrative policy, the holder will be considered to have acquired the Company's common shares at a cost equal to their fair market value.

For these purposes, Fieldex's shareholders will be advised following the record date for the distribution of the Company's common shares as to Fieldex's calculation of the fair market value of the Company's common shares. The Company has been advised that Fieldex estimates the fair market value of the Company's common shares to be $0.08 per share. Any determination of value by Fieldex is not binding on Revenue Canada or any of the Fieldex shareholders.

The dividend when received by individuals will be included in income and will be subject to gross-up and dividend tax-credit rules applicable to taxable dividends received by individuals from a corporation resident in Canada. An enhanced gross-up and dividend tax credit will be available provided that Fieldex designates the dividend as an eligible dividend for purposes of the Tax Act. The dividend when received by a corporation will generally be included in computing the corporation's income as a dividend and will ordinarily be deductible in computing its taxable income. In some cases, all or part of the dividend if received or deemed to be received by a corporation may be deemed to be a gain or proceeds of disposition on the Fieldex shares rather than a dividend, and corporations should consult their own tax advisors as to these circumstances.

"Private corporations" (as defined in the Tax Act) and corporations controlled or deemed to be controlled by or for the benefit of an individual (other than a trust) or a related group of individuals (other than trusts) may be liable under Part IV of the Tax Act to pay a refundable tax of $33\frac{1}{3}$% on the dividend to the extent that the dividend is deductible in computing the corporation's taxable income. A shareholder that is a ''Canadian-controlled private corporation'' (as defined in the Tax Act) may be liable to pay an additional refundable tax of $6\frac{2}{3}$% on dividends that are not deductible in computing taxable income.

(b) Disposing of the Company's Common Shares

The tax consequences of disposing of the common shares of the Company are as described under the heading "Federal Income Tax Considerations Relating to the Offering – Disposition of Common Shares."

(iii) Shareholders Not Resident in Canada

The following summary is generally applicable to a shareholder who at all relevant times, for purposes of the Tax Act and any applicable tax treaty: (i) is not (and is not deemed to be) resident in Canada; (ii) does not use or hold (and is not deemed to use or hold) Fieldex's common shares or the Company's common shares in carrying on a business in Canada; and (iii) does not hold Fieldex's common shares or the Company's common shares as "taxable Canadian property" (as defined in the Tax Act).

Generally, the common shares of Fieldex will not constitute taxable Canadian property to a holder at a particular time, provided that: (i) Fieldex's common shares are listed on a prescribed stock exchange (which currently includes the TSXV) at that time; and (ii) the holder, persons with whom the holder does not deal at arm's length, or the holder together with such persons, have not owned 25% or more of any class of Fieldex's shares at any time within the five years immediately preceding that time. Generally, the Company's common shares will not constitute taxable Canadian property to a holder at a particular time, provided that: (i) the Company's common shares are listed on a prescribed stock exchange (which currently includes the TSXV) at that time; and (ii) the holder, persons with whom the holder does not deal at arm's length, or the holder together with such persons, have not owned 25% or more of any class of the Company's common shares at any time within the five years immediately preceding that time. In either case, shares may also be deemed to constitute taxable Canadian property in certain circumstances under the Tax Act.

(a) Distribution of Common Shares of the Company

On the distribution of the Company's common shares, a holder of Fieldex's common shares will be considered to have received a dividend equal to the fair market value of the Company's common shares so received. Under Revenue Canada's administrative policy, the holder will be considered to have acquired the Company's common shares at a cost equal to their fair market value. For these purposes, Fieldex's shareholders will be advised following the record date for the distribution of the Company's common shares as to Fieldex's calculation of the fair market value of the Company's common shares. The Company has been advised that Fieldex estimates the fair market value of the Company's common shares to be $0.08 per share. Any determination of value by Fieldex is not binding on Revenue Canada or any of the Fieldex shareholders.

Dividends paid to a holder not resident in Canada (including, for this purpose, a partnership other than a "Canadian partnership" as defined in the Tax Act) will generally be subject to Canadian withholding tax at the rate of 25%, subject to any reduction in the rate of withholding to which the holder is entitled under any applicable tax treaty between Canada and the country in which the holder is resident. Where the beneficial holder of the shares is a United States resident entitled to benefits under the Canada-U.S. Income Tax Convention, the applicable rate of Canadian withholding tax is generally reduced to 15%. Since the dividend will be paid by the distribution of the Company's common shares, Fieldex will withhold a sufficient number of the Company's common shares from distributions to non-resident shareholders in order to meet this withholding tax obligation.

(b) Disposing of the Company's Common Shares

On a disposition or deemed disposition of the Company's common shares, the holder will generally not be subject to income tax under the Tax Act.

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces, securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, damages, if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that such remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

In light of the fact that the Company's common shares are not being purchased but are being distributed to Fieldex's shareholders as part of a corporate reorganization of Fieldex, the Company and the Agent do not believe that the foregoing rights are available to Fieldex's shareholders with respect to the Fieldex Distribution.

GLOSSARY OF INCOME TAX TERMS

"**Canadian exploration expense**" ("CEE") in subsection 66.1(6) of the Tax Act, and when renounced by the Company under subsection 66(12.66) of the Tax Act, means Canadian exploration expense described in paragraph (f) of that definition or that would be described in paragraph (h) of that definition if the words "paragraphs (a) to (d) and (f) to (g.1)" were read as "paragraph (f)", in all cases excluding amounts which are prescribed to constitute "Canadian exploration and development overhead expense" under the Tax Act, any amount of assistance described in paragraph 66(12.6)(a) of the Tax Act, any specified expenses described in paragraph 66(12.6)(b.1) of the Tax Act and any expenses deemed by subsection 66.1(9) of the Tax Act to be Canadian exploration expense of the Company;

"**Expenditure Period**" means the period commencing on the date of closing of the Offering and ending on the earlier of: (i) the date on which the Flow-Through Funds have been fully expended in accordance with the terms of this prospectus and the subscription agreements entered into between the Company and the subscribers; and (ii) December 31, 2008;

"**Flow-Through Funds**" means $500 per Unit received by the Company from subscribers allocated to the purchase of the Flow-Through Shares, multiplied by the number of Units issued hereunder;

"**Flow-Through Mining Expenses**" means Qualifying Expenditures that qualify as "flow-through mining expenses" as defined in subsection 127(9) of the Tax Act;

"**Flow-Through Shares**" means the 1,000 common shares issued per Unit on a flow-through basis under the Tax Act to subscribers hereunder; and

"**Qualifying Expenditures**" means expenses that are CEE at the date that they are incurred and that qualify to be renounced by the Company to subscribers for Flow-Through Shares hereunder with an effective date on or before December 31, 2007.

AUDITORS' CONSENT

We have read the prospectus of Visible Gold Mines Inc. (the "Company") dated July 3, 2007 relating to the offering of a minimum of 3,000 Units and a maximum of 5,000 Units at a price of $1,000 per Unit for minimum proceeds of $3,000,000 and maximum proceeds of $5,000,000. We have complied with Canadian generally accepted standards for auditors' involvement with offering documents.

We consent to the inclusion in the above-mentioned prospectus of our report to the directors of the Company relating to the balance sheet of the Company as at March 31, 2007, and relating to the interim statements of earnings and deficit and cash flows for the initial three-month period ended on March 31, 2007. Our report is dated April 23, 2007, with the exception of note 6, which is dated July 3, 2007.

Rouyn-Noranda, Québec
July 3, 2007

(signed) Raymond Chabot Grant Thornton, LLP
Chartered Accountants

AUDITORS' REPORT

Raymond Chabot Grant Thornton

Raymond Chabot Grant Thornton, S.E.N.C.R.L.
Comptables agréés

Rapport des vérificateurs

Aux administrateurs de
Les Mines d'Or Visible Inc.

Nous avons vérifié le bilan de Les Mines d'Or Visible Inc. au 31 mars 2007 et les états intermédiaires des résultats et déficit et des flux de trésorerie de la période initiale de trois mois terminée à cette date. La responsabilité de ces états financiers incombe à la direction de la société. Notre responsabilité consiste à exprimer une opinion sur ces états financiers en nous fondant sur notre vérification.

Notre vérification a été effectuée conformément aux normes de vérification généralement reconnues du Canada. Ces normes exigent que la vérification soit planifiée et exécutée de manière à fournir l'assurance raisonnable que les états financiers sont exempts d'inexactitudes importantes. La vérification comprend le contrôle par sondages des éléments probants à l'appui des montants et des autres éléments d'information fournis dans les états financiers. Elle comprend également l'évaluation des principes comptables suivis et des estimations importantes faites par la direction, ainsi qu'une appréciation de la présentation d'ensemble des états financiers.

À notre avis, ces états financiers intermédiaires donnent, à tous les égards importants, une image fidèle de la situation financière de la société au 31 mars 2007 ainsi que des résultats de son exploitation et de ses flux de trésorerie pour la période de trois mois terminée à cette date selon les principes comptables généralement reconnus du Canada.

Raymond Chabot Grant Thornton S.E.N.C.R.L.

Comptables agréés

Rouyn-Noranda (Québec)
Le 23 avril 2007
(Le 3 juillet 2007 pour la note 6)

Auditors' Report

To the directors of
Visible Gold Mines Inc.

We have audited the balance sheet of Visible Gold Mines Inc. as at March 31, 2007, and the interim statements of earnings and deficit and cash flows for the initial three-month period then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these interim financial statements present fairly, in all material respects, the financial position of the Company as at March 31, 2007, and the results of its operations and its cash flows for the three-month period then ended in accordance with Canadian generally accepted accounting principles.

Raymond Chabot Grant Thornton LLP

Chartered Accountants

Rouyn-Noranda (Québec)
April 23, 2007
(July 3, 2007 for Note 6)

158, rue Mgr Tessier Ouest
Rouyn-Noranda (Québec) J9X 2S6
Téléphone: (819) 762-1714
Télécopieur: (819) 762-3306
www.rcgt.com

FINANCIAL STATEMENTS

LES MINES D'OR VISIBLE INC. / VISIBLE GOLD MINES INC.

BILAN
31 MARS 2007

BALANCE SHEET
MARCH 31, 2007

	$	
ACTIF		**ASSETS**
Actif à court terme		Current assets
Encaisse	95	Cash
Taxes de vente à recevoir	481	Sales tax receivable
	576	
Propriété minière, au coût (note 3)	175 000	Mineral property, at cost (Note 3)
	175 576	
PASSIF		**LIABILITIES**
Passif à court terme		Current liabilities
Comptes fournisseurs et charges à payer	27 857	Accounts payable and accrued liabilities
Effet à payer, sans intérêt	25 000	Note payable, without interest
	52 857	
CAPITAUX PROPRES		**SHAREHOLDERS' EQUITY**
Capital-actions (note 4)	150 100	Capital stock (Note 4)
Déficit	(27 381)	Deficit
	122 719	
	175 576	

Les notes complémentaires font partie intégrante des états financiers intermédiaires.

The accompanying notes are an integral part of the interim financial statements.

POUR LE CONSEIL /
ON BEHALF OF THE BOARD

(s) *Martin Dallaire* , Administrateur / Director

(s) *Sylvain Champagne* , Administrateur / Director

RÉSULTATS ET DÉFICIT
PÉRIODE INITIALE DE TROIS MOIS
TERMINÉE LE 31 MARS 2007

EARNINGS AND DEFICIT
INITIAL THREE-MONTH PERIOD
ENDED MARCH 31, 2007

	$	
Revenus	-	**Revenue**
Dépenses		Expenses
Promotion et déplacements	3 271	Advertising and travel
Taxes et permis	749	Taxes and permits
Honoraires professionnels	23 356	Professional fees
Frais bancaires	5	Bank charges
Perte nette et déficit à la fin	(27 381)	**Net loss and deficit, end of period**

Les notes complémentaires font partie intégrante des états financiers intermédiaires.

The accompanying notes are an integral part of the interim financial statements.

FLUX DE TRÉSORERIE / CASH FLOWS
PÉRIODE INITIALE DE TROIS MOIS TERMINÉE LE 31 MARS 2007 / INITIAL THREE-MONTH PERIOD ENDED MARCH 31, 2007

	$	
ACTIVITÉS D'EXPLOITATION		**OPERATING ACTIVITIES**
Perte nette	(27 381)	Net Loss
Éléments hors caisse :		Non-cash items :
Variation d'éléments du fonds de roulement :		Changes in non-cash working capital items :
Taxes de vente à recevoir	(481)	Sales tax receivable
Comptes fournisseurs et charges à payer	27 857	Accounts payable and accrued liabilities
Flux de trésorerie liés aux activités d'exploitation	(5)	Cash flows from operating activities
ACTIVITÉS D'INVESTISSEMENT		**INVESTING ACTIVITIES**
Acquisition de propriétés minières et flux de trésorerie liés aux activités d'investissement	(25 000)	Acquisition or mineral property and cash flows from investing activities
ACTIVITÉS DE FINANCEMENT		**FINANCING ACTIVITIES**
Émission d'actions	100	Issuance of shares
Effet à payer	25 000	Note payable
Flux de trésorerie liés aux activités de financement	25 100	Cash flows from financing activities
Augmentation nette de l'encaisse et encaisse à la fin	95	**Net increase in cash and cash, end of period**
Informations supplémentaires sur les flux de trésorerie		**Additional disclosures on cash flows information**
Activités d'investissement et de financement hors-caisse :		Non-cash investing and financing activities :
Acquisition d'une propriété minière en contrepartie de l'émission d'actions	150 000	Acquisition of a mineral property paid for by the issuance of shares

Les notes complémentaires font partie intégrante des états financiers intermédiaires.

The accompanying notes are an integral part of the interim financial statements.

1 - STATUTS ET NATURE DES ACTIVITÉS

La société, constituée en vertu de la Loi sur les sociétés canadiennes par actions, effectue de l'exploration minière au Canada.

L'exploration et la mise en valeur de gisements de minéraux impliquent d'importants risques financiers. Le succès de la société dépendra d'un certain nombre de facteurs, entre autres, les risques liés au financement, à l'exploration et à l'extraction ainsi que les règlements en matière d'environnement.

Bien que la société ait pris des mesures qui sont conformes aux standards de l'industrie pour le stade de l'exploration actuel de sa propriété afin d'obtenir les titres pour la propriété minière dans laquelle elle a un intérêt financier, ces procédures ne garantissent pas le titre de propriété. Les titres de propriété peuvent être assujettis à des ententes précédentes non enregistrées et au non-respect de dispositions réglementaires.

2 - PRINCIPALES CONVENTIONS COMPTABLES

Utilisation d'estimations

La préparation d'états financiers conformément aux principes comptables généralement reconnus du Canada exige que la direction fasse des estimations ayant une incidence sur les montants présentés dans les états financiers et les notes y afférentes. Les principales estimations incluent la valeur comptable de la propriété minière. Il est donc possible que les résultats réels diffèrent de ces estimations.

1 - GOVERNING STATUTES AND NATURE OF OPERATIONS

The Company, incorporated under the Canada Business Corporations Act, is an exploration company in Canada.

The exploration and development of mineral deposits involve significant financial risks. The success of the Company will be influenced by a number of factors including financing, exploration and extraction risks and environmental regulations.

Although the Company has taken steps to verify title to the mineral property in which it has an interest, in accordance with industry standards for the current stage of exploration of such property, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements and non-compliance with regulatory requirements.

2 - SIGNIFICANT ACCOUNTING POLICIES

Use of estimates

The preparation of financial statements in accordance with Canadian generally accepted accounting principles requires management to make estimates that affect the amount recorded in the financial statements and notes to financial statements. Significant estimates include the carrying value of the mining property. Actual results could differ from those estimates.

2 - PRINCIPALES CONVENTIONS COMPTABLES (suite)

Instruments financiers

La juste valeur de l'encaisse, des comptes fournisseurs et charges à payer et de l'effet à payer se rapprochent de la valeur comptable en raison de leur échéance rapprochée.

Propriétés minières

Les propriétés minières sont composées de permis d'exploration minière, de claims et d'options pour acquérir des participations indivises dans des propriétés et sont inscrites à leur coût d'acquisition.

Les coûts reliés et l'acquisition et à l'exploration de propriétés minières sont capitalisés par propriété jusqu'au début de la production commerciale. Si des réserves de minerai économiquement profitables sont développées, les coûts capitalisés de la propriété concernée sont virés aux immobilisations à titre d'actifs miniers et amortis selon la méthode des unités de production. S'il est établi que les coûts capitalisés d'acquisition et d'exploration ne sont pas récupérables selon la durée de vie estimative de la propriété, ou si le projet est abandonné, celui-ci est dévalué à sa valeur nette de réalisation.

Le recouvrement des montants indiqués au titre des propriétés minières et des dépenses d'exploration reportées dépend de la découverte de réserves économiquement récupérables, de la confirmation des titres détenus par la société, de la capacité de la société d'obtenir le financement nécessaire pour mener à terme la mise en valeur et de la production rentable future ou de la cession des propriétés pour un montant supérieur à leur valeur comptable.

Impôts sur les bénéfices

La société utilise la méthode du passif fiscal pour comptabiliser les impôts sur les bénéfices. Selon cette méthode, les actifs et les passifs d'impôts futurs sont déterminés en fonction de l'écart entre la valeur comptable et la valeur fiscale des actifs et des passifs, et ils sont mesurée en appliquant les taux d'imposition et les lois fiscales en vigueur ou pratiquement en vigueur, durant l'année où les écarts doivent se résorber. La société établit où provision pour moins-value à l'égard des actifs d'impôts futurs si, selon les renseignements disponibles, il est plus probable qu'improbable qu'une partie ou la totalité des actifs d'impôts futurs ne se matérialisera pas.

2 - SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments

The fair value of cash, accounts payables and accrued liabilities and of the note payable approximates the carrying value given their short-term maturity date.

Mineral properties

Mineral properties are composed of mineral exploration permits, claims and options to acquire undivided interests in properties and are accounted for at their acquisition cost.

Costs related to the acquisition and exploration of mining properties are capitalized by property until the commencement of commercial production. If commercially profitable ore reserves are developed, capitalized costs of the related property are reclassified as mining assets and amortized on the unit of production method. If it is determined that capitalized acquisition and exploration costs are not recoverable over the estimated economic life of the property, or the project is abandoned, the project is written down to its net realizable value.

The recoverability of amounts recorded for mining properties and deferred exploration expenses is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying property, the ability of the Company to obtain the necessary financing to complete the development and future profitable production or the disposal of the properties for proceeds in excess of their carrying value.

Income taxes

The Company uses the liability method of accounting for income taxes. Under this method, future income tax assets and liabilities are determined according to the difference between the carrying amounts and tax basis of assets and liabilities. They are measured by applying substantively enacted tax rates and laws at the date of the financial statements for the years in which the temporary differences are expected to be reversed. The Company establishes a valuation allowance against future income tax assets if, based on available information, it is more likely than not that some or all of the future tax assets will not be realized.

3- PROPRIÉTÉ MINIÈRE

3- MINERAL PROPERTY

	Solde au début / Balance, beginning of period	Addition / Addition	Solde au 31 mars 2007 / Balance as March 31, 2007
	$	$	$
Québec			
Rapide Elliot			
Intérêt indivis de 100 % / 100% undivided interest	-	175 000	175 000

Rapide Elliot

En vertu d'une convention conclue le 31 janvier 2007, la société a acquis un intérêt de 100 % dans la propriété Rapide Elliot située au Québec. La propriété se compose de 33 titres miniers dans les cantons de la Chaudière et de Senezerques. En contrepartie, la société devait verser 25 000 $ comptant et émettre 1 500 000 actions ordinaires à un prix de 0,10 $ par action.

Rapide Elliot

Pursuant to an agreement signed on January 31, 2007, the Company acquired a 100% interest in the Rapide Elliot property located in Quebec. The property is comprised of 33 mining claims in Chaudière and Senezerques Townships. In consideration, the Company had to pay $25,000 in cash and issued 1,500,000 common shares at a price of $ 0.10 per share.

4 - CAPITAL-ACTIONS

Autorisé

Nombre illimité d'actions, sans valeur nominale.

Ordinaires, votantes et participantes;

Privilégiées de catégorie «A», votantes, dividende annuel maximal de 12%, non cumulatif, rachetables au gré du détenteur ou de la société à la juste valeur de la contrepartie reçue lors de l'émission;

Privilégiées de catégorie «B», dividende annuel maximal de 13%, non cumulatif, rachetables au gré de la société à la juste valeur de la contrepartie reçue lors de l'émission;

Les variations dans les actions ordinaires émises se détaillent comme suit :

4 - CAPITAL STOCK

Authorized

Unlimited number of shares without par value

Voting and participating common shares;

Class «A» preferred shares, 12% non-cumulative maximum dividend, redeemable at the shareholder's request or at the company's option for the fair value of the consideration received upon issuance;

Class «B» preferred shares, 13% non-cumulative maximum dividend, redeemable at the company's option for the fair value of the consideration received upon issuance;

Changes in issued common shares are as follows:

	Nombre Number $	Montant Amount $	
Solde au début	-	-	**Balance, beginning of period**
Payées en argent	7 439 931	100	Paid in cash
Solde émis à la fin de la période	7 439 931	100	**Balance issued, end of period**
À être émises			**To be issued**
Acquisition d'une propriété minière (note 3)	1 500 000	150 000	Acquisition of a mineral property (Note 3)
Solde émis et à être émis à la fin de la période	8 939 931	150 100	**Balance issued and to be issued, end of period**

5 –INSTRUMENTS FINANCIERS

La juste valeur de l'encaisse, des comptes fournisseurs et charges à payer et de l'effet à payer se rapprochent de la valeur comptable en raison de leur échéance rapprochée.

6 – ÉVÉNEMENTS POSTÉRIEURS À LA DATE DU BILAN

a) Le 17 avril 2007, la Société a émis 1 969 998 actions ordinaires en contrepartie de 591 000 $ en espèces.

b) Le 3 juillet 2007, la Société a déposé un prospectus final dans le but d'émettre un maximum de 5 000 unités. Chaque unité est composée de (i) 1 000 actions ordinaires accréditives au prix de 0,50 $ l'action (500 $); (ii) 1 250 actions ordinaires au prix de 0,40 $ l'action (500 $) et (iii) 1 125 bons de souscription. Chaque bon de souscription entier donne à son détenteur le droit de souscrire une action ordinaire de la société au prix de 0,60 $ en tout temps pour une période de 2 ans.

5 - FINANCIAL INSTRUMENTS

The fair value of cash, accounts payable and accrued liabilities and of the note payable approximates the carrying value given their short-term maturity date.

6 – SUBSEQUENT EVENTS

a) On April 17, 2007, the Company issued 1,969,998 common shares in consideration of $591,000 in cash.

b) On July 3, 2007, the Company filed a final prospectus in order to issue a maximum of 5 000 units. Each unit consists of (i) 1,000 "flow-through" shares of the Company at a price of $0.50 per share ($500); (ii) 1,250 common shares at a price of $0.40 per share ($500) and (iii) 1,125 common share purchase warrants. Each warrant entitles the holder to acquire one additional common share of the Company at a price of $0.60 for a period of two years.

CERTIFICATE OF THE COMPANY

Dated: July 3, 2007

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland. For the purpose of the province of Quebec, this prospectus does not contain any misrepresentation likely to affect the value or market price of the securities to be distributed.

(signed) Martin Dallaire
President and Chief Executive Officer

(signed) Sylvain Champagne
Chief Financial Officer

On behalf of the Board of Directors

(signed) Claude Dufresne
Director

(signed) Pierre Vézina
Director

Promoter

FIELDEX EXPLORATION INC.

Per: (Signed) Martin Dallaire
President and Chief Executive Officer

CERTIFICATE OF THE AGENT

Dated: July 3, 2007

To the best of our knowledge, information and belief, this prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland. For the purposes of the Province of Québec, to our knowledge, this prospectus does not contain any misrepresentation likely to affect the value or market price of the securities to be distributed.

DESJARDINS SECURITIES INC.

Per: (signed) Pierre Colas
Senior Vice-President