

MILLSTREAM MINES LTD.

**REPORT ON THE
AIRPORT PROPERTY
SUDBURY AREA
ONTARIO**

**UNDER THE GUIDELINES OF
NATIONAL INSTRUMENT 43-101**

prepared by

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Appendix I Gingerich, J. 2003, Report on the Airport Property

The following Pictures and Maps are available upon request. Please email info@millstreammines.com.

Figure 1: Location Map, Sudbury Property

Figure 2: Claim Map, Airport Property (Falconbridge Twp.)

Figure 3: Claim Map, Falcon Gold Property

Figure 4: Insight Geophysics Inc. Apparent Chargeability I.P. Survey

Figure 5: Insight Geophysics Inc. Airport Resistivity I.P. Survey

Figure 6: Insight Geophysics Inc. Draft Airborne Mag

Figure 7: General Geology of Airport Property and Important Feature

Summary

Millstream Mines Ltd. acquired a direct interest in the Airport property on the Falconbridge Township, Sudbury Mining District, Ontario and an option interest with Kinross Gold Corporation to earn a direct interest in their Falcon Gold property that abuts the Airport property. The Airport property consist of 46 contiguous, staked mining units and the Falcon Gold property consist of 7 contiguous mining claim units of which 6 are patented and 1 is a staked claim unit.

The location of the two properties is 4 km southeast of the Sudbury Regional Airport and 6 km east of the town of Falconbridge. The area abutting the majority of the Airport property's west boundary is held by Falconbridge Ltd. and Inco Ltd. Falconbridge is currently carrying out a major exploration program on the abutting area.

The Airport property has received mainly shallow depth investigation until the current deep penetrating geophysics I.P. was done. The extent of Sudbury Breccia on the properties was really not understood with regard to potential footwall and offset style mineralization until very recent. The Airport property has three untested Sudbury Breccia trends with numerous Cu, Ni, Co, PGM showings, indicating the potential for footwall and offset style deposits to exist. The recent success of Fort Knox on Inco's Norman property and Falconbridge's Nickel Rim South new discovery give a better understanding of the configuration of footwall type deposits. Better target models for exploration and deep search geophysical programs can be utilized to identify prospects along the Sudbury Breccia trends.

The current deep geophysical program has identified potential drill targets. The conclusion to refine these targets with compilation of the geological and geophysical data and proceed with a test drilling program is straight forward and fully recommended.

Introduction

Millstream Mines Ltd. requested Philip A.R. Brown, P. Geo. to prepare a report to comply with the Guidelines of National Instrument 43-101 on their mineral Airport property in Falconbridge Township, Sudbury Mining District, Ontario, Canada, pursuant to the rules of the TSX-Venture Exchange. Philip Brown has previously prepared assessment reports on this property, holds a royalty interest in this property and has done geological/geophysical investigations and reviews over the past 10 years of this property.

Millstream Mines Ltd. is incorporated under the rules and regulations of the Province of New Brunswick. Millstream's registered office is at 4 King Street, West Suite 1320, Toronto, Ontario, M5H 1B6.

The Airport Property consists of 46 contiguous mining claims units and the company has an option to earn an interest in 7 adjoining contiguous mining claims (Falcon Gold property) as more fully described below.

Source of Information

In preparing my report on the Airport property I have relied on information provided by Millstreams, Millstream's Consultant, John Gingerich, P. Geo., my personal files, and public domain publications by the Ontario-Geological Survey (OGS) and other governmental publications. I have seen documentation confirming that all assessments are current and that there are no liens on the property.

In addition I have relied on information provided by Kinross Gold Corporation with respect to the Falcon Gold property.

Property Description and Locations

The Airport Property consists of 8 claim blocks of 46 contiguous, staked mining units located in Falconbridge Twp., Sudbury Mining Division, Ontario. The 8 claim blocks are shown on Figure 2, an altered copy of plan G-4048 as issued by the Ontario Ministry of Northern Development and Mines, Sudbury. The property is tied onto the east side of a large group of patented claims held by Falconbridge Ltd. and centered about 46⁰ 35' north latitude and 80⁰ 44' west longitude. Claim numbers are as follows:

<u>Claim</u>	<u>Lot & Concession</u>	<u>Units</u>	<u>Drill Dates</u>
1198378	Lot 6, Conc. V1	3 Units	Mar 30, 2005
1198117	Lot 5, Conc. V1	2 Units	Mar 30, 2005
1197848	Lot 4, 5, Conc. V1	6 Units	Nov 8, 2005
1198380	Lot 4, 5, Conc. V	6 Units	Jan 12, 2005
1214977	Lot 3, 4, 5, Conc. V	8 Units	Jul 30, 2005
1214978	Lot 3, Conc. 1V	2 Units	Jul 30, 2005
1222835	Lot 3, 4 Conc. 111, 1V	15 Units	Jul 07, 2005
1211039	Lot 4, Conc. 111	4 Units	Jan 23, 3005

The claims are held by Millstream Mines Ltd. and bear a 3% net smelter return royalty, and annual advance royalty payments of \$60,000 up to the date of commercial production. The company has the right to purchase two thirds of the

royalty for a payment of \$2,000,000 up to the date commercial production commences.

The property is located 4 km southeast of the Sudbury Regional Airport, and 6 km east of the town of Falconbridge. Figure 1 shows the location of the property. At its' closest point the property is approximately 1 km east from the Sudbury Igneous Complex (SIC).

Access Topography and Vegetation

Access to the northern part of the property is good with a paved road, highway 541, and several old logging roads crossing the northern boundary of the property. The southern portion of the property can be accessed by several ATV trails entering from the north and south. The topography consist of steep rock ridges dominate the claim blocks, with local relief of up to 100 feet. On the north part of the property rock ridges run in a southeasterly direction, while on the southern part of the property the ridges run in a northeasterly direction. Low swampy areas with small creeks and beaver dams fill between the ridges. Elevations are from 985 to 1050 feet above mean sea level.

The forest of the area has been extensively logged and burned over in the past and large stumps of former pine trees remain. The area also shown the impact from sulphur dioxide emissions from Falconbridges smelting activities over the last 70 + years. Vegetation is sparse and stunted due to poor soil cover and SO₂ effects. In the low wet areas alders and poplar dominate with some encroaching birch.

Joint Venture

Millstream Mines Ltd. formed a joint venture with Crowflight Mineral Inc. regarding the property. This joint venture is effective June 13, 2003 and is a 50:50 partnership in the property with standard dilution factors on electing not to participate in agreed program funding.

In September 10, 2003 Millstream and Crowflight jointly optioned to earn a 60% interest in the Falcon Gold property from Kinross Gold Corporation. The Falcon Gold property consist of six patented mining claim units and one staked mining claim unit all contiguous and abutting the Airport property's south and southeast boundary. The Falcon Gold property is show on Figure 3 tying onto the Airport property claim S 1197489.

The Falcon Gold property claims are as follows:

6 patented mining claim units numbers are:

S 48796, S 48802, S 48803, S 48804, S 78376, S 78377

1 staked claim unit number is: S 1231045 with a due date March 7, 2006.

Access to the Falcon Gold property is the same as described for the southern portion of the Airport property and the topography and vegetation is of the same nature as described for the Airport property.

The Falcon Gold option requires the performance of \$475,000 of exploration expenditure over a three year period to earn the 60% interest.

History

Very little is known as to the title holders of the Airport property claims until the 1980 years. The claims have remained as staked claims up to the present.

The Resident Geologist's Office report of the Ontario Ministry of Northern Development and Mines record the earliest prospecting and diamond drilling on the Airport property was in 1902 by L. Stockton, consisting of 5 drill holes of a total length of 610 feet. The drill summary notes no drill logs were located. 1956 to 1963, R. Larson work record shows 18 drill holes of a total length of 3,209 feet. Drill summary log notes mineralization of chalcopyrite in hole number 43, sulphides in holes number 1, 2, 3 and 4 and pyrrhotite in hole number 5. In 1991 J.S. Gatchell work record shows 1 drill hole of a total length of 260 feet. Drill summary log does not note any mineralization. 1970, Thorpe Bay Exploration work record shows 2 drill holes of a total length of 517 feet. Drill summary log notes mineralization of pyrrhotite and pyrite. 1970 to 1974, Hodden Grey Mining & Exploration Ltd., Donway Exploration Ltd., and L.R. Kingsland work record show 4 drill holes of a total length of 1215 feet. Drill summary log notes mineralization of pyrrhotite, chalcopyrite and pyrite.

In 1984 Aerodat Limited carried out an airborne magnetometer and electromagnetic survey for the title holders E. Jerome, R. Charron and R.S. Graham. 1989 to 1991, Goldtech Mines Limited optioned from E. Jerome a parcel of claims, in which some now form part of the property. Geochemical, VLF and electromagnetic ground surveys were done in 1989, with the option terminating in 1991. 1989, Philip Brown prepared an assessment work report on behalf of E. Jerome's option. September, 1996 G. Mlot, P. Eng. of Canadian MineForce Inc. prepared a property report for the title holders, E. Jerome and R. Charron. Ronkor Diamond Drilling Ltd. drilled a hole (DDH FB-96-1) of a total length of 245 feet located near the old shaft in the north part of the property and logged by Philip Brown. The Sudbury Breccia was encountered at 188 to 245 feet down hole with minor mineralization observed in small sections of the core. At 231 feet to the bottom of the drill hole quartzite fragments were observed in

the drill core. November 1996, 697638 Ontario Limited optioned the property, for the title holders, E. Jerome and R. Charron, to purchase 100% of the property. Preliminary stripping and trenching in January 1997 by R. Charron and Phil Brown on behalf of 607638 Ontario Limited. The excavated trench, located 400 meters south of the old shaft, exposed sulphide stringer mineralization. Samples assays reported 1.06% Cu over 1.25 meter; 1.49% Cu over 1.25 meter; and 1.53% Cu over 1.25 meter with the assaying done at Swastika Laboratories in Timmins, Ontario. No meaningful assay results of PGMs were reported. September, 1997, Millstream Mines optioned the property from 607638 Ontario Limited. February, 1998 Meegwich Consultants Inc. carried out ground geophysics survey over the property for Millstream. April 1998, Gerard Lambert Geosciences carried out Induced Polarization surveys on selected portion of the property for Millstream. October 2000, Millstream granted an option to Crowflight Mineral Inc. to participate in the property. In 2001, 3 shallow diamond drill holes were drilled of a total of 269.7 meters and an Aerotem helicopter EM and Magnetometer survey by Aerodat Limited was done. June, 2003 Millstream and Crowflight re-organized their relationship to a 50:50 joint venture on the Airport property. Millstream contracted Insight Geophysics to perform a deep penetrating geophysical I.P. survey and Ronkor Diamond Drilling Ltd. to drill 2 holes of a total of 941 meter. This program expenditures totally a little over \$325,000 and was completed November 15, 2003.

In September 2003, Millstream and Crowflight jointly optioned to earn a 60% interest in the Falcon Gold property from Kinross Gold Corporation.

Geological Setting

Regional and Local Geology and Mineralization

The geology of Falconbridge Township is given by Dressler, B.O., 1987: Precambrian Geology of Falconbridge Township, District of Sudbury; Ontario Geological Survey, Map P.3067, Geological Series – Preliminary map, scale 1:15840 or 1 inch to ¼ mile. Geology 1982 and 1986. The oldest rocks in the Falconbridge town site are archean granites and gneisses and small intrusion of early Proterozoic diabase dykes. Overlying these basement rocks are the Proterozoic Huronian Super group. Mafic metavolcanics, minor rhyolites, and intercalated minor wackes and orthoconglomerates of the Slobie Formation. The Ramsey conglomerate overlies the Slobie Formation, however the Pecors Formation are missing or not exposed. The thickly bedded quartzites of the Mississagi Formation overlaying the Ramsey are well exposed, and form several prominent ridges throughout the township. Sedimentary features suggest a fluvial depositional environment for the formation such as trough or festoon-type cross-bedding, planar-cross-bedding and channel fillings.

Relatively thick lenses and wedges of pebbly greywacke and polymictic para conglomerate characterize the Bruce Formation that overlies the Mississagi. It is very thick southwest of a wide, northwest-trending, olivine diabase dyke crossing the township, and much thinner northeast of the dyke. The Espanola Formation overlies the Bruce and is not well exposed. The Espanola is a sequence of laminated wackes, limestone, and thinly bedded, intercalated, fine-grained arkosic wacke. The Serpent Formation overlies the Espanola and the rocks are similar to the Mississagi. They are probably fluvial in origin. The Gowganda Formation forms the top of the Huronian succession in the area. Medium to coarse - grained vertical dipping Nipissing gabbro dykes cut all of the Huronian clastics. Quartz veins containing minor pyrite and scarce chalcopyrite mineralization are associated with the gabbros in several places.

An impact event led to the development of the (SIC), a layered mafic intrusive that host the major Cu-Ni-PGE deposits of the Sudbury basin. Contemporaneous with the development of the SIC is the development of large breccia belts, referred to as the Sudbury Breccia, and the offset dykes. Northwesterly trending faults having affected most rock units are characteristic of the area. Sudbury Breccia, small-scale and medium scale block faulting and shearing in close vicinity to major faults are common. Shatter cones also are common and best developed in arkoses. Several olivine diabase dykes trend in a northwesterly direction across the township and represent the youngest Precambrian rocks of the area. A plagiophyric diabase dyke strikes parallel to an olivine diabase dyke in the southwestern part of the township, and a granophyric, granitic dyke rock appears to be associated with an olivine diabase in the northeastern part of the township.

The nickel-copper deposits in the township are associated with the Sublayer of the SIC (Owen and Coates 1984), an inclusion-bearing gabbro to quartz diorite, the youngest phase of the SIC. The breccias and several occurrences of Sudbury Breccia in the Huronian rocks and Nipissing gabbros are related to the origin of the Sudbury Structure Muir 1984 (the Sudbury Structure-Geology and ore deposits of the Sudbury Structure). The Sublayer intruded at the base of the SIC and also forms the Manchester Offset in the southeastern part of the township.

The producing Falconbridge Mine and Falconbridge East Mine and past producing Falconbridge Norduna Mine in the township are associated with the SIC Sublayer as noted above. The Falconbridge Mine and East Mine are located in the southwest of the part of the township in an area where the bedrock is concealed by an average of 100 feet in thickness of glacial deposits.

J.E. Thomson 1959, (ODM, Geology of Falconbridge Township) reports the ore mineralization of the Falconbridge Mine consist of pyrrhotite with lense amounts of pentlandite, chalcopyrite, and gersdorffite. Four types of ore are found in the mine and recognized by their texture and sulphide content. Breccia ore is the

predominant type consisting of sulphides containing rock fragments of various size with round-to-subangular outline. Massive ore and disseminated ore are two other types and are defined by the sulphide content of the rock. Marcosite ore type is the alteration of the other types.

The past producing Falconbridge Norduna Mine is located in the north-central part of the township, approximately 1 km from the west boundary of the Airport property. The ore was predominantly is of the massive sulphide type.

In the southern part of the township west of the Airport property the Copper Prince property is reported to have gold mineralization. D.G. Innes, 1983, (geological report, Copper Prince property) reported three sites on the Copper Prince property for gold concentration; minor disseminations of pyrite hosted by quartz-rich sandstones of the Mississagi Formation; minor disseminations of pyrite in the basal conglomeratic rocks of the Bruce Formation; and patches and areas of disseminated to massive sulphides (pyrite with lesser pyrrhotite, chalcopyrite and arsenopyrite) in the matrix of Sudbury Breccia dykes.

Property Geology and Mineralization

In the northern part of the property the stratigraphy generally trends northerly with dips to the east. The main unit exposed in this northern part is the Mississagi Formation. To the west of this unit is a thin horizon of Ramsey Lake conglomerate and then a thicker succession of massive to amygdaloidal volcanics. Along the western boundary some basement Archean granites or gneiss and anorthosites occur. The anorthosites are coarse-grained, bright green hornblende syenites. Numerous zones and belts of Sudbury Breccia are observed in the northern part of the property and these belts commonly occur along changes in lithology. Sulphide mineralization has been observed in the Sudbury Breccia. Several olivine diabase dykes cross the property in a northwesterly direction and are easily followed with the magnetic surveys.

Two major faults cross the property trending northwesterly and affect all rock units. These are the Airport Fault and the Norduna Fault. These faults are now filled by olivine diabase dykes. Cu-Ni-PGE mineralization is reported to be found in association with these faults.

The southern part of the property is dominated by Mississagi Formation, with a northeast trend and dipping to the southeast. In the southeast of the property occurs the Bruce conglomerate and minor Espanola Formation of calcareous sediments. A several hundred meter thick sill of Nipissing diabase gabbro striking northeast cuts across the property intruding into the Bruce Formations. A Sudbury Breccia unit is noted on the property to parallel this diabase.

Four types of ore deposits are associated with the Sudbury Basin: Contact deposits directly related to the footwall of the SIC. An example of this is the Falconbridge Mine to the west of the property; Footwall deposits which are closely related to, but generally separated from the SIC contact. These deposits have been found several kms from the SIC contact. A good example of this is the Falconbridge South Nickel Rim new discovery. The potential exists for this type of mineralization on the property; Superfault Deposits which are sulphide bodies found in large crater-modifying faults and defined by Sudbury Breccia. The best example of this type is the Frood-Stobie ore deposit. The property has the potential for this type of deposit due to the abundance of Sudbury Breccia located on the property. Offset deposits which are zones of mineralization hosted within the offset dykes radiating out or concentric to the SIC. This type may occur in the Manchester Offset to the south of the property or in undiscovered dykes within the property.

The property has been sporadically worked over the past 100 years with primarily prospecting and trenching focused on structurally hosted copper (+/-Ni-Co-PGM) showings. The property has numerous outcrop containing large areas of Sudbury Breccia structures which are present in the Falconbridge Nickel Rim South discovery, and at other mine locations around the Sudbury basin. These structures tend to be the foot-print of economic ores in the basin. At least three zones of Sudbury Breccia paralleling the SIC can be sporadically traced across the property. Samples from an old shallow shaft on the fringe of a breccia zone in the north part of the property returned values of 0.29% Cu, 0.059% Co. Recent trenching in 1998 by Millstream Mines Ltd. on a breccia unit located about 400 meter to the south of the old shaft returned assay values of 1.28% Cu., but low Ni and PGM values. The property has received only limited work and as until recently, the extent of the Sudbury Breccia on the property was not known and the opportunity for much higher-grade footwall and offset type mineralization was not appreciated. The footwall type deposits tend to be fairly narrow in both width and strike length and of unknown depth containing relatively high monetary values; thus, the requirement of deep penetrating geophysics surveys with follow-up deep diamond drilling to adequately explore the property. Gold geochemistry anomalies have been found in the southwest corner of the Airport Property in the Bruce Formation and may represent the extension of the mineralized zones of the optioned Falcon Gold Mine abutting the west side of the Airport Property.

Sears, Barry and Associated Ltd., in March, 2003 report to Kinross Gold Corporation the Falcon Gold prospect was discovered in late 1800's and has explored by drilling and underground development in several episodes culminating in an extensive program by Falconbridge Limited in 1987 to 1989. In a 1988 drilling program, Falconbridge outlined a resource of 59,400 tons grading 0.226 oz/ton. The work suggests that the prospect has limited lateral and down dip potential because of geological constraints (Nipissing diabase on the west

and down dip, Sudbury Breccia on the east). The work completed to date includes numerous trenches and pits as well as 53 holes of diamond drilling (27,262.5 feet); 200 foot shaft; 54 feet of drifting on the 50 foot level; 150 feet of drifting on the 100 feet level; geophysics airborne survey; 22.65 miles of Mag/VLF-EM; 9.03 miles of I.P.; and geological mapping.

The Falcon Gold property is well described in a 1994 report in a property examination carried out by G. Bailey and D. Comba, submitted to Pentland Firth, an associate to Kinross Gold. In this report the authors describe the Falcon Gold prospect is primarily underlain by steeply-dipping, southeasterly facing clastic and chemical meter-sedimentary rocks of the Bruce, Espanola, Serpent and Mississagi Formations. These units are intruded by Nipissing diabase and Sudbury Breccia and appear to be cut by the easterly-striking Garson Fault and the northeasterly-striking Bailey Corner Fault. The authors describe the gold mineralization zone as being hosted by a carbonate-quartz-actinolite-chlorite schist with abundant pyrite which strikes 105° - 115° and dips 65° - 70° southwest. They conclude the mineralization is related to soda, metasomatism, silicification and carbonatization focused along major structures that cut all rock units in the area.

Exploration

The Property has been worked by numerous individuals and companies for gold and copper-nickel deposits over the past 100 years. Work has included geological surveys, trenching, ground and airborne geophysics and diamond drilling. Information on some of the work is available in the assessment files at the Ministry of Northern Development and Mines and in the Resident Geologist's Office report. Geological mapping by the Provincial Government was carried out in 1957 by Thomson, and in 1984 by Dressler. Diamond drilling was carried out by R. Larson in 1956 and 1963 in the Mississagi Formation. Hodden-Grey, in 1970 drilled two holes south of the Norduna Fault plunging towards it and intersected Mississagi Formation with minor disseminated pyrite and chalcopyrite. An airborne Mag/EM survey was flown in 1984 for R.J. Graham, R. Charron, and E. Jerome. This gave strong response over the Norduna Fault. Geochemical surveys were carried out by Goldtech Mines Limited in 1989 and outlined several copper anomalies and two gold anomalies in the southeast of the property. Humas sampling by Noramco Exploration Inc. in 1988 found anomalous values of Co, Ni, Cu, Pd, and Pt. over the Norduna Fault.

January 19 to February 9, 1998, Millstream Mines Ltd. contracted Meegwich Consultants Inc. to perform a program of line cutting and ground geophysics on the Airport property. A total of 84 km of line cutting was done. The entire grid was surveyed with magnetics and Horizontal Loop electromagnetics (HLEM).

Magnetometer Survey using a Scentrex MA-3 165-2 magnetometer was done for 6240 readings at 12-5 meter stations on lines spaced at 100 meters for the total 78 km. Results are presented in contour format.

A total of 78 km of Horizontal Loop EM was done (3120) readings for each of three frequencies at 25 meter stations on lines spaced 100 meters apart. The coil spacing was 200 meters. The coils were read at a horizontal position. An Apex Max/min II unit was used and the three frequencies read were 444,1777 and 3,555 Hz, measuring the in-phase and quadrature components of the secondary field to an accuracy of +/- 0.5%. The results of the survey are presented in profile form on plans.

The interpretation of the surveys are such that the magnetometer survey outlined several southeast trending, linear highs that might be explained by the Sudbury Swarm of diabase dykes. The HLEM surveying picked up 15 conductors on the 1777 and 3555 Hz. channels that are weak. Most conductors appear to be the result of faulting or conductive overburden. Further work recommended is Induced Polarization geophysics.

March 1998, Millstream Mines Ltd. contracted Gerard Lambert Geosciences to carry out ground geophysical survey, consisting of Induced Polarization (I.P.) on the Sudbury property. The I.P. survey was carried out over selected portions of the surface grid on lines, oriented at 090° , spaced every 100 meters and chained/picketed every 25 meters. The I.P. survey was conducted using a dipole-dipole electrode configuration. The dipole dimension was 50 meters and successive separations at multiples $n=1$ to $n=6$ times the dipole dimensions were used. A total of approximately 16.4 line-km of I.P. data was collected. The I.P. equipment consisted of 1^o) a Phoenix IPT-1 transmitter operating at 10 Hz, powered by a 2 Kw MG-2 motor generator. The phase-shift angle between the transmitted current and the received voltage was measured by 2^o) a Phoenix Turbo V-5 phase I.P. receiver.

The results of the I.P. survey are presented in the form of pseudo-sections of the apparent resistivities and the measured phase angles, showing respectively the contours of the apparent resistivity, and the contours of the Phase.

The induced polarization measurements show the presence of a number of features exhibiting moderately to strong anomalous I.P. behaviour. The most outstanding I.P. anomaly is located between grid lines 300 N/1325 E and 700 N/1220 E and is open at both ends. It is recommended that in addition to drill-testing the anomalies it would be advised to search for potential new bedrock exposures that could allow stripping and thus obtain more samples and pursue the I.P. survey over the rest of the property.

In August 10, 2000 Millstream signed an option agreement with Crowflight Minerals Ltd. to perform specific work and earn an interest in the property. Crowflight's geophysicist reviewed the past geophysical surveys and located several strong I.P. anomalies with coincident magnetic anomalies. October 2000 to December 15, 2000 Crowflight drilled 3 short holes. Drilling intersected mainly sedimentary and volcanic rocks with minor intrusions. The sediment varied from fine siltstones to quartzites with occasional pebbles. Volcanic rocks were more variable from fine to coarse grained mafic volcanics to highly amygdaloidal. Mineralization was found to occur mainly in the sediments and as interflow units. The prominent sulphides were pyrrhotite and pyrite. In D.D.H. ARP 001, minor amounts of sphalerite and chalcopyrite were observed in a very siliceous, possibly cherty sediment. Some of the lithologies hosted variable amounts of Sudbury Breccia, but no mineralization was found to occur within the matrix of the breccia. In addition, an Aerotem helicopter E.M. and magnetometer survey was carried out in March, 2001 and reported by Crowflight to not have indicated any significant anomalies. Crowflight recommended that any additional work should rely on geophysics of a deep penetrating capability, in order to define areas of deep conductance which might reflect deep seated deposits.

In June 13, 2003 Millstream re-organized its relationship with Crowflight. Millstream contracted with Insight Geophysics Inc. to perform a deep penetrating I.P. survey. The entire program budgeted for \$325,000 was carried out and completed by November 15, 2003. The survey was designed to provide high-density Apparent Resistivity and Chargeability measurements from near surface to a depth in excess of 500 meters. Equipment used was ELREC PRO Ten channel I.P. receiver and Hunter I.P. transmitter 7500. The I.P. measured chargeability in mv/v and resistivity primary voltage in mv and transmitted current in ma. A Geophysical Survey Execution Report was prepared by Insight Geophysics Inc.. At this time stage an interpretation report has not been produced.

Diamond drilling of 2 holes was carried out by Ronkor Diamond Drilling Ltd. during the period of the geophysical survey for purposes of lithology and testing of indicated anomalies. The initial hole M001 was drilled 314 meter at a dip of -52 degrees, intersected Sudbury Breccia from 115.22 meters to 141.42 meters downhole. Short sections of anomalous mineralization of chalcopyrite and pyrrhotite were observed in the drill core. Volcanics were encountered from 141.42 meters to the bottom of the hole, with minor traces of chalcopyrite, quartz, pyrrhotite and pyrite as blebs and stringer were observed.

The second hole M002 was drilled 627 meters at a dip of -60 degrees, intersecting quartzite and sandstone from 2.1 meters to 468.62 meters downhole. Lapilli tuffs were encountered from 468.62 to 495.18 meters downhole with small intervals of debris flow fine grained chloritic tuffaceous matrix having minor disseminated pyrrhotite.

Volcanics were encountered from 485.18 meters to the bottom of the hole, with minor interval of Lapilli tuff and syenite porphyritic fine to course grained. Minor short stringers and blebs of pyrrhotite and chalcopyrite were observed in the drill core.

Conclusions

Until recently, the Airport property has been sporadically worked over the past 70 years with primarily prospecting, trenching and shallow diamond drilling focused on structurally hosted Cu-Ni-PGM showings. Detailed groundwork has outlined three ostensibly untested Sudbury Breccia trends on the property with numerous Cu-Ni-Co-PGM showing. The trend of all three Sudbury Breccia showings is sub-parallel to the direction of the Sudbury Igneous Complex (SIC). These structural trends define approximately 8 km of prospective strike, indicating a potential for footwall type deposits.

The recent success of Falconbridge on their Nickel Rim South discovery and that of Fort Knox on the Inco, Norman property highlight the opportunity and the size of the targets sought. Millstream's recently completed deep penetrating geophysics I.P. survey indicates numerous anomalies, properly addressing the target model. A program consisting of a compilation of all geological and geophysical data and diamond drilling has been proposed by Millstream to test the numerous geophysical anomalies.

The recent completed deep penetrating geophysics I.P. survey did not encompass the Falcon Gold property; nor was a target model designed to address the potential gold mineralization. The potential of the known gold mineralization of the Falcon Gold property extending onto the Airport property requires to be geologically and geophysically investigated with the objective of increasing the magnitude of the gold deposit.

Recommendations and Budgets

Millstream recommends that the next phase of follow-up should be an interpretation of the deep penetrating geophysics I.P. survey, a compilation of the property geology coordinated with geophysical results, and diamond drilling the priority geophysical targets for the footwall type deposits. Additionally, the investigation of the Falcon Gold property and the Airport property south gold potential is to be initiated. The writer concurs with and supports this program.

The estimated costs associated with this program are as follows:

Geophysical Interpretation and Compilation	\$ 25,000
Diamond Drilling 5,000 meters @\$100.00/m	500,000
Falcon Gold Investigation	<u>25,000</u>
Sub-total	550,000
Contingency @ 7%	<u>38,500</u>
Total	\$ 588,500
Say	\$ 590,000

Respectively Submitted



Phil Brown, P. Geo.

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- Gingerich, J. 2003, Report on Airport Property
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Geological Data Inventory Folio, GD1F 386.
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Aerodat Limited	2001, Aerotem Helicopter EM and Magnetometer Survey
Patterson, M.J. & Beilhartz, D	2001, Report on Exploration on Airport property, Falconbridge Township for Crowflight Minerals Inc.
Insight Geophysics Inc.	2003, Geophysical Survey Execution Report

Plus: Various maps and note from Kinross Gold Corporation, Falconbridge Ltd., P. Brown's files and others.

CERTIFICATE

1, Philip A. R. Brown, P. Geo., do hereby certify that:

1. I reside at 189 Astorville Road, Corbeil, Ontario P0H IK0
2. I am a graduate of the Royal School of Mines, London University, England, with a B. Sc. Honours degree in Mining Geology (1966) and have practiced my profession continually for the last 37 years as a professional geologist, and have been a registered P. Geo. in Ontario since 2001.
3. I am a registered member of the CIMM and a Fellow of the GAC.
4. I have read the definition of “qualified person” set out in National Instrument 43-101 (“NI 43-101”) and certify that by reason of my education, affiliation with a professional association (as defined in NI 43-101) and past relevant work experience, I fulfill the requirements to be a “qualified person” for the purposes of NI 43-101.
5. I am responsible for the technical report (the “Technical Report”) relating to the Airport Property. I visited the Airport Property, as the property consultant, from 1988 to present day of December, 2003.
6. I have had prior involvement with the property that is the subject of the Technical Report. The nature of my prior involvements is as a consultant, to various title holders or optioned entities, in charge of work carried out.
7. I am not aware of any material fact or material change with respect to the subject matter of the Technical Report that is not reflected in the Technical Report, the omission to disclose which would make the Technical Report misleading. The report is comprised of many reports prepared by a number of very reputable consultants in their field of expertise made available either in the public domain or in my files and the files of Millstream Mines Ltd.
8. I am not independent of the issuer applying all of the tests in section 1.5 of National Instrument 43-101 due to the fact that I am currently acting as a Consultant to Millstream Mines Ltd., and I beneficially own, either directly or indirectly, common voting share securities of Millstream Mines Ltd. and I have a royalty interest in the property
9. I have read National Instrument 43-101 and Form 43-101F1, and the

Technical Report has been prepared in compliance with that instrument and form.

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

Dated this 1st. Day of December 2003.

Signature & Seal of Qualified Person

**Philip A. R. Brown
P. Geo.**

Appendix 1

MILLSTREAM MINES LTD.

**REPORT ON THE
AIRPORT PROPERTY
SUDBURY AREA
ONTARIO**

Prepared by

John Gingerich

July 9, 2003

Millstream Mines Ltd.'s Airport Property



Explor. Mining Geol., Vol. 10, Nos. 1 and 2, 2001

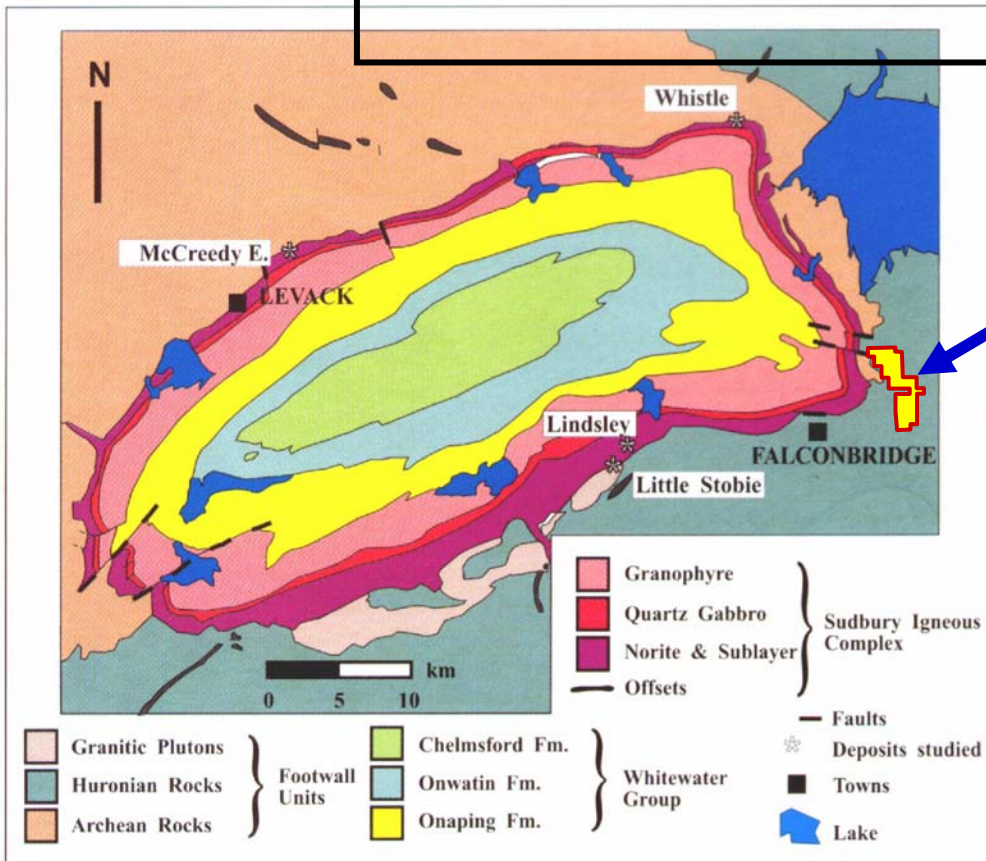


Fig. 1. General geology of the Sudbury Igneous Complex with the locations of some footwall deposits.

Millstream Mines Limited

Airport Property

Overview

The Airport property is located on the southeastern corner of the Sudbury basin within the footwall rocks of the Stobie, Ramsey Lake and Mississagi formations. The property is immediately southeast of the Norduna Mine, several kms south of Falconbridge's Nickel Rim discovery and equal distant east of the Falconbridge East mine.

The property has been sporadically worked over the last 70 years with primarily prospecting and trenching focused on structurally hosted copper (+/- Ni, Co, PGM) showings. Samples from an old shaft located on the property returned values of 0.29% Cu, 0.059% Co and values of 0.38% Cu, 0.056% Co was obtained from nearby trenches. Assays of up to 0.43 gpt Au and 0.26 gpt Pt were also located in this area. Recent trenching undertaken by Millstream on a breccia unit located to the southeast returned higher grade copper values (1.28% Cu/2.5m) but with low Ni and PGM values. There has been only limited shallow drilling on the property (1956, 1963 and 1970) and more recent drilling by Crowflight (3 holes), targeting weak EM targets was possibly drilled down dip. Ironically an airborne EM/Mag survey (Aeroquest) undertaken by Crowflight identified two conductors on the property but were not followed up.

This property has received only limited work as until recently, the extent of Sudbury breccia on the property was not known and the opportunity for much higher-grade footwall and offset style mineralization was not appreciated. At least three zones of Sudbury breccia paralleling the basin complex can be sporadically traced across the property. These structural trends define approximately 8 km of prospective strike. While substantial tonnages and high-grade mineralization has been found in both footwall and offset environments (see attached Food-Stobie, figure1), much of the exploration over the last 20 years has focused on the typically larger tonnage opportunities along the intrusive contact. Accordingly the potential of this area has been largely ignored.

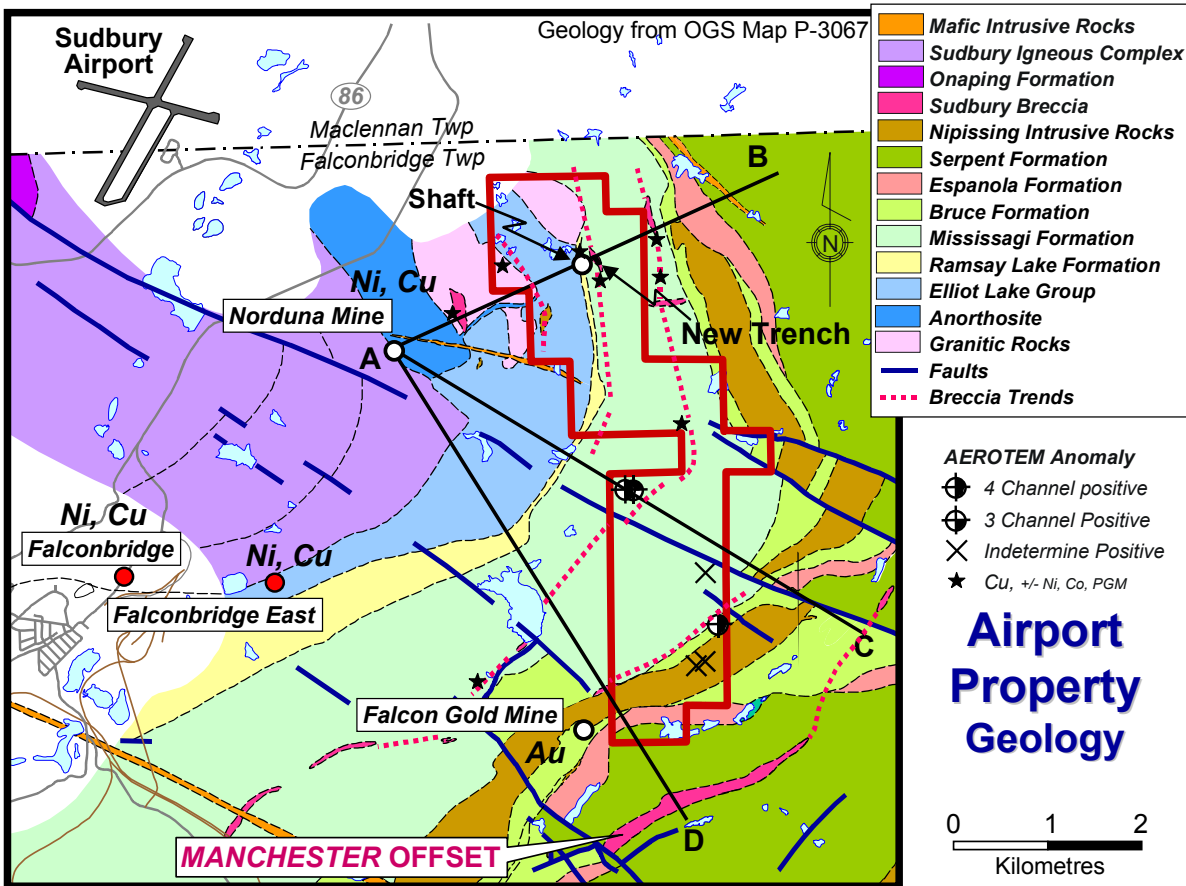
The recent success of FNX on the Inco, Norman property highlights both the opportunity and the size of the target being sought (attached figures). Traditional geophysical survey methods applied to delineating contact style mineralization often fail in these environments. These targets can have short strike extend and associated distal zones characterized by more disseminated sporadic mineralization. The two short strike length AeroTEM conductors located on the property are accordingly high priority targets that will require drilling. Currently, the Joint Venture of Millstream Mines Ltd. and Crowflight Minerals Inc. (under new management) have approved to following the recommendations of

consultant John Gingerich of Geotechnical Business Solutions. The preliminary program of the recommendations is as follows:

1. Brushing and clearing the gridlines.
2. A tuned Gradient I.P. Resistivity survey be conducted on the whole property with Cross Sections as a follow-up on interesting anomalies.
3. Limited diamond drilling, as the budget permits, to expose the lithology of the rocks on the sites of determined targets. Traditional geophysical survey methods applied to delineating contact style mineralization often fail.

The Opportunity

With the exception of the AeroTEM AEM program, only a limited amount of exploration undertaken to date has explored beyond a depth of 50m. Exploration programs have also not properly addressed the target model (style of mineralization, proximal indicators, target dimensions) and the geophysics undertaken to date have not adequately evaluated the property's potential..



There are three ostensibly untested Sudbury breccia trends on the property with numerous Cu, Ni, Co, PGM showings, indicating the potential for a more significant deposit. The compilation of the property is still in progress. While this ongoing work will provide a more refined understanding of the targets, the opportunities are not sufficiently defined at this time to implement a ground program focused on locating the AEM conductors and undertaking deeper search geophysical program to identify other prospects along the Sudbury breccia trends. While the property is only in the early stages of exploration, this provides greater upside and a relatively low cost opportunity to explore for high grade Cu, Ni, PGM mineralization local to the Sudbury Contact.

The recommended preliminary program consists of:

• Line cutting & brushing grid lines	\$ 25,000
• Geophysics, I.P. & Vertical Sections	\$175,000
• Diamond Drilling, Geology, Assays, etc.	\$90,000
• Admin, reports & contingency	<u>\$35,000</u>
	\$325,000

A follow-up program, if required, should include more geology and diamond drilling of more outlined targets or as determined by the preliminary program up to a total of \$600,000.

Key Points:

- At least 3 slump fractures (tracholitic intrusive) with exposed mineralization within Sudbury Breccia
- ~ 8 km of target potential on the property
- 2 untested AEM conductors
- numerous Cu, Ni, Co, PGM showings
- old (prospector) shaft on the property
- No deep search geophysics undertaken on the ground
- New understanding of high-grade footwall and offset style mineralization

Offset Style Mineralization – Ring Fracture

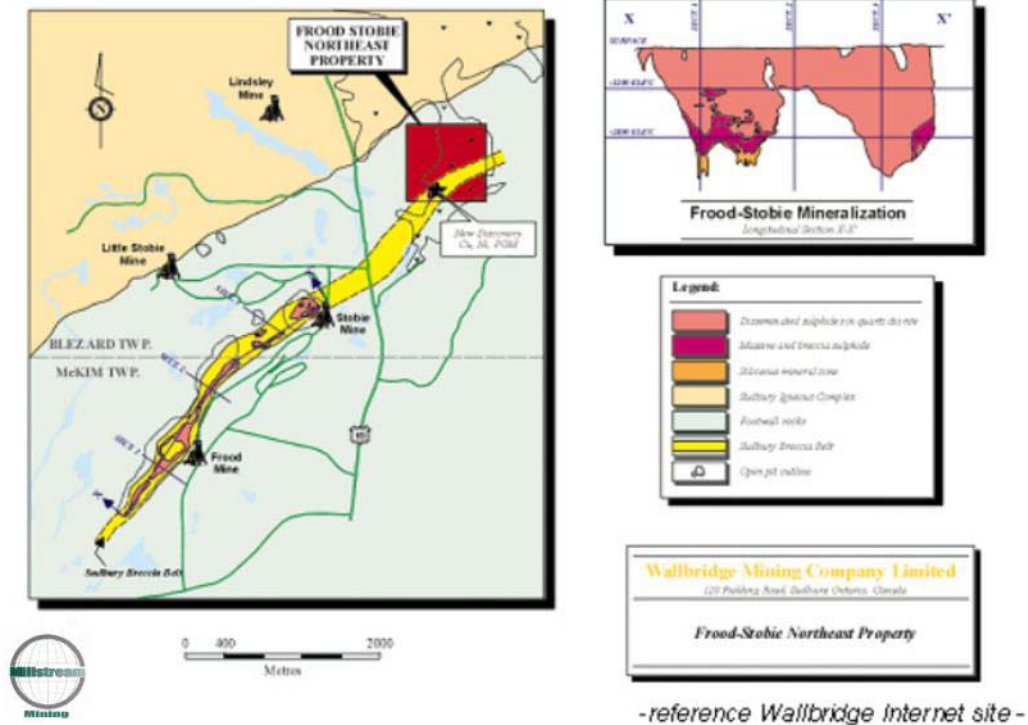


Figure 1: Excerpt from Wallbridge; Note the mineralization of the Frood-Stobie mines is hosted with a ring fracture (~ parallel to intrusive contact) and extends more than 2kms from the contact.

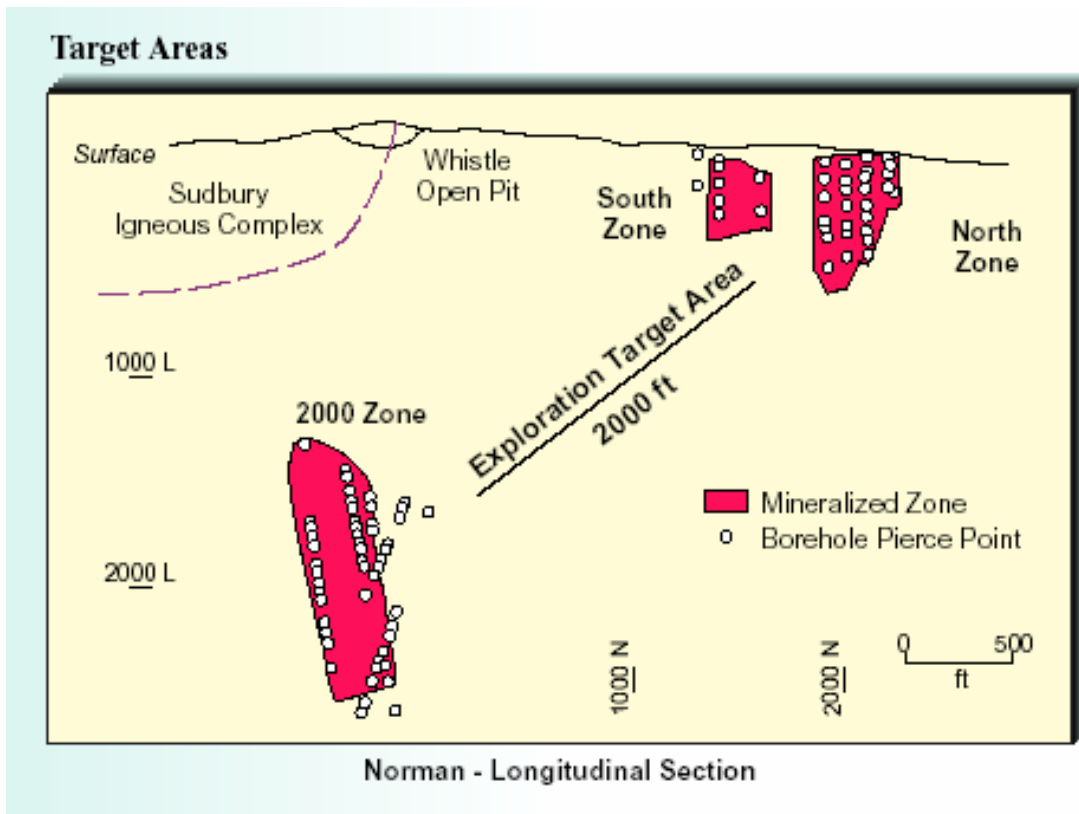


Figure 2a) Excerpt from FNX, Norman Property; Note the dimensions of the targets. These short strike length targets could easily be missed with too coarse a survey line separation or in appropriate deep search methods used.

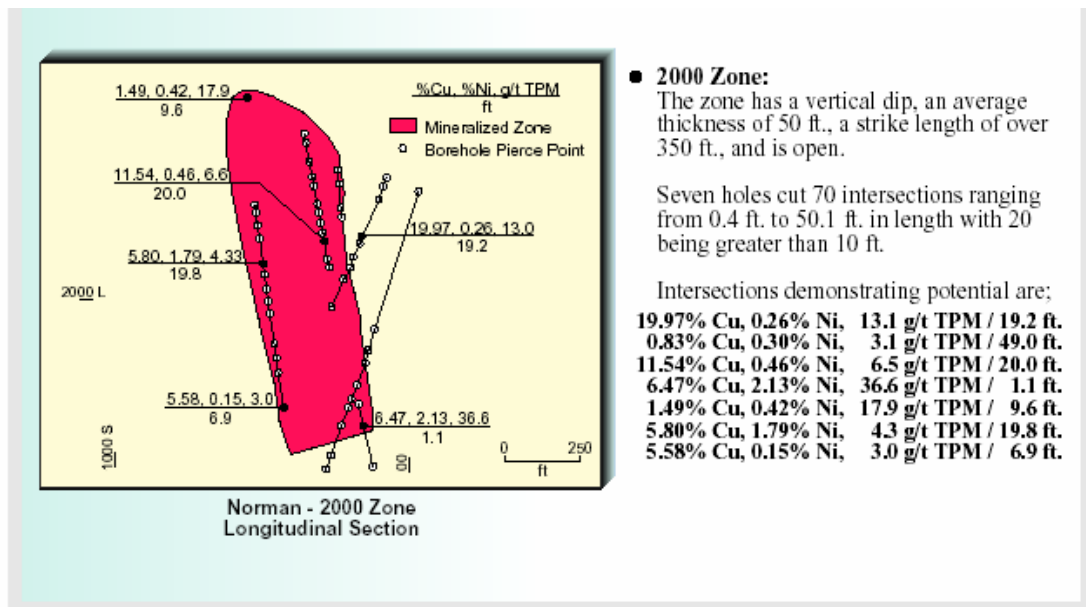


Figure 2b) Excerpt from FNX, Norman Property: Note both the target dimension's but also the grade of the target. These are exceptionally high NSR deposits.

Appendix Notes

This summary report was prepared at the request of Millstream Mines Ltd. Access to reports and data were provided by Millstream and Mr. Phil Brown. A review of other public domain data sources was also undertaken. I have also visited the property on several occasions and discussed the conclusions and recommendations of this report with the aforementioned parties.

Respectfully Submitted

A handwritten signature in black ink, appearing to read "John Gingerich". The signature is stylized with large, sweeping loops and a prominent initial "J".

John Gingerich
PGeo.

Overview of Qualifications QFP

John Gingerich P.Geo

John Gingerich is a professional geophysicist (APGO) with over 20 years experience. In October, 2002 John left Noranda/Falconbridge and has formed Geotechnical Business Solutions (GBS), a company focused on the development, financing and implementation of new or advanced technology. GBS provides expertise to assist resource sector and related service companies develop R&D strategies. GBS also assists mineral exploration companies design and implement effective exploration strategies and programs. John sits on over 8 industry and government boards and committees. These include the National Hyperspectral User and Science Team (Canadian Space Agency) and Center for Research in Earth and Space Technology (CRESTech). As a past technology leader within the Noranda group of companies, John has gained a broad range of practical experience in the application of geosciences in mapping the earth's surface.

Key initiatives: Noranda's airborne EM program that led to the discovery of the Perseverance deposit in Matagami, Quebec and the subsequent Fugro, MEGATEM II development. The success of the MEGATEM II program has revitalized base metal exploration within the Abitibi greenstone belt with over 125,000 line kilometers contracted since June 2001. John was also champion to the Noranda/Falconbridge hyperspectral program and the 3-D seismic initiative the later of which resulted in the Halfmile Lake Deep (1500m) discovery in the spring of 1999. John was also leader to Noranda's 3-D GIS/modeling program (Gocad) that was spun out from NTC in 1999 to form Mira Geosciences.

Experience Summary

Director, Remote Sensing and Geophysics Noranda Inc. – Falconbridge Limited

In the spring of 2002 Noranda and Falconbridge merged their exploration groups. The role of this position was to manage the remotes sensing and geophysical programs of both companies. Reporting to the Senior Vice President Exploration, the specific responsibilities followed closely to those defined below.

Director, Research and Technical Innovation Noranda Inc., Exploration Group

From 1996 to 2002 this position within Noranda was ostensibly responsible for implementation and support for Exploration technology and the identification of new and emerging technology that may impact mining/exploration efficiency. This job also included the Chief Geophysicist's responsibilities. Key initiatives include;

- 3-D seismic for direct detection of massive sulphides
- Hyperspectral applications: Geotech, Exploration, Mineral processing, etc.
- Common earth 3-D GIS/visualization/modeling (Gocad)
- Airborne EM Technology developments led to the MegaTEM, Perseverance Discovery
- Electrochemistry: Electrical Impedance Spectroscopy methods for Acid Mine Drainage (AMD) and mineral exploration
- Enabling software tools (GIS/TGS)

From 1987 to 1996 positions held in Northwest Ontario, Latin America and Toronto with **Noranda** included; Senior Geophysicist Latin America/Manager Remote Sensing Technologies (1992 –

1996), Senior Geophysicist (Regional Geophysicist) Western Canada and 1990 – 1992) and Division Geophysicist (Dec 1987 – 1990).. A key responsibility during this time was the development of Noranda's Latin America Exploration/technology strategy that led to the discovery of 6 sub-economic porphyry copper and epithermal gold deposits in 4 countries.

Previous Activities

From 1979 to 1986, most of this period was spent with Eldor Resources Limited (Eldorado Nuclear) as a geophysicist. Prior to joining Noranda John worked as a consultant and was actively involved in a broad range of activities from Junior financing and land acquisitions to project/program management.

Experience/Expertise

Recent highlights include the discovery of the Perseverance Deposit, Matagami Quebec. This discovery followed a research program to understand why there had been no significant discovery record in areas of even modest cover. This work not only led to discovery, but the MEGATEM II development that followed has been leveraged by Noranda to over 100,000 km of flying in partnership with a number of Junior Mining companies.

Conceived and implemented the Noranda hyperspectral program. John Gingerich and the Noranda hyperspectral team have become an internationally recognized experts in the application of hyperspectral technology. (Invited keynote speaker to the September, 2002 Remote Sensing and Photogrammetry Association 11th Conference, held in Brisbane Australia.) Headed Noranda's seismic program that achieved a world's first discovery of massive sulfide mineralization using 3-D seismic technology modified for low acoustic impedance contrast, high velocity Achaean terrain.

Was awarded Noranda's Technology Team Leadership Award in 2000.

Expertise/experience Summary:

- Hyperspectral technology
- 3-D seismic
- Airborne EM technology (application, development)
- 3-D GIS development and expert systems
- Extensive experience working with the Canadian Aboriginal communities.
- Implementation of international geotechnical programs
- Design and implementation of new technology
- Project/program management
- Design development of geophysical instrumentation
- Management of contract and in-house field crews
- Experience in technology financing and strategic partnering
- Exploration Risk management
- Process optimization (six sigma – green belt)
- Discovery track record

Associations

Member – Association Of Professional Geoscientists of Ontario (APGO)
Member - Canadian Institute of Mining and Metallurgy (National & Toronto Branch)
Member - Prospectors and Developers Association of Canada (PDAC)
Member - Canadian Exploration Geophysical Society (KEGS)
Member - Society of Exploration Geophysicists (SEG)
Member – Society of Economic Geologists (SEG)

Current Industry/Government Organizations

Member – GIS Specialist Program Advisory Committee, Sault College
Chairman (Exploration Group) - Canadian Mining and Industry Research Organization
Management Committee – Discover Abitibi Program (\$20M industry/government consortium)
Board Member - Center for Research in Earth and Space Technology (Crestech)
Resource Management Advisory Committee (CRESTech Program Committee)

CRESTech, Membership Committee

CRESTech, Executive Management Committee
Board Member - Ontario Geologic Survey Advisory Board (reports to Ontario Minister of Mines)
Chairman - Ontario Mineral Exploration Technology (OMET), ETAC Committee
Member – National Hyperspectral User and Science Team (Canadian Space Agency)
Director – KEGS Foundation (National student scholarship fund)

PAPERS/PRESENTATIONS

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