

Technical Report on the Michelle Project Yukon, Canada

NTS 116A/13, 116B/16 & 116H/04

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Prepared For:

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ARCHER CATHRO

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1 Executive Summary

1.1 Introduction

Silver47 Exploration Corp. (“Silver47”) retained Archer, Cathro & Associates (1981) Limited (“Archer Cathro”) to prepare this Technical Report under the provisions of National Instrument 43-101 on the Michelle Project (“the Project”), located in central Yukon, Canada. The effective date of this report is April 30, 2021.

The Michelle Project is located in central Yukon, approximately 130 km north-northeast of Dawson City. It comprises 782 contiguous mineral claims that cover an area of 159 km² (15,900 ha). The Project is subject to an option agreement that allows Silver47 to acquire a 100% interest in the project from Silver Range Resources Ltd. (“Silver Range”) by: issuing 19.9% of Silver47’s shares to Silver Range following a listing on a Canadian securities exchange; and making a one-time milestone payment of \$1,000,000 in cash or Silver47 shares upon the declaration of a National Instrument 43-101 Measured and Indicated resource or reserve estimate in excess of 80,000,000 ounces of silver.

The Project is located within the Peel River watershed, near its southwestern boundary. The Peel River originates in the Ogilvie Mountains and empties into the Arctic Ocean via the Mackenzie River. On August 22, 2019, the Peel Watershed Regional Land Use Plan (“the Plan”) was approved by the Tr’ondëk Hwëch’in, Na-Cho Nyäk Dun and Vuntut Gwitchin First Nations, the Gwich’in Tribal Council and the Government of Yukon. The Plan is designed to direct the future use of the watershed’s natural resources, by dividing the region into 16 Landscape Management Units (“LMU”).

The majority of the property is contained within the Hart River and West Hart River LMUs, which are classified as Wilderness Areas. Wilderness Areas prescribe an interim withdrawal from any new industrial land use and surface access, for the purpose of conservation, but are intended to be reviewed as future circumstances change. Approximately one quarter of the Project is located within the Blackstone River LMU, which is classified as an Integrated Management Area (Zone III). Integrated Management Areas are regions where new industrial land uses and surface access is permitted, and are ranked on a scale from highest sensitivity to disturbance (Zone I) to lowest sensitivity to disturbance (Zone IV).

The unpaved, all-season Dempster Highway (Yukon Highway 5) passes through the westernmost portion of the property; however, there is no road coverage for the vast majority of the property. Previous operators have utilized helicopters for the mobilization of camp gear, personnel, drilling equipment and supplies.

The first discovery at the Michelle Project was made in 1974, but little exploration was conducted over the ensuing 30 years. The majority of work on the Project has taken place from 2007 to 2017, and has consisted of: stream sediment and soil geochemical surveying, geological mapping, prospecting, hand trenching, aerial photography and 5000 m of diamond drilling in 42 holes. Prospecting, hand trenching and drilling have identified 21 named showings, and 2 zones (zones are showings where drilling has confirmed the depth extent of mineralization), plus several isolated float occurrences.

Mineral occurrences are hosted in grey weathering sparry dolostone of the Paleozoic Bouvette Formation, which unconformably overlies predominantly clastic sedimentary rocks of the Proterozoic Quartet and Gillespie Lake groups. Mineralization consists almost exclusively of cavity-, fracture- and/or breccia-hosted, secondary oxide and carbonate minerals, predominantly limonite and smithsonite. Residual

galena, with cerussite or anglesite envelopes, is present in some showings. Relatively unoxidized sulphide mineralization (consisting of nearly massive sphalerite, galena and pyrite with coatings of hydrozincite) has only been observed in three locations (Dynasty, Silver Matt and Husky showings).

Much of the mineralization at the Michelle Project can be categorized as Mississippi Valley Type (“MVT”), but the metal signatures of some showings (high silver, bismuth and gallium) are more indicative of higher temperature vein, manto or carbonate-replacement deposits. Localized concentrations of nickel, molybdenum and vanadium are also unexpected in typical MVT deposits, and suggest that two types of mineralizing systems may be over-printed on each other.

Diamond drilling highlights include: 310 g/t silver, 16.75% zinc and 8.86% lead over 18.29 m (Gully Zone); 21 g/t silver, 12.62% zinc and 0.10% lead over 9.15 m (Gully Zone); and, 2134 g/t silver, 0.55% zinc and 15.18% lead over 2.96 m (Peak Zone).

Hand trenching at some of the showings on the property have yielded strong results, including: 894 g/t silver, 8.09% zinc and 46.92% over 2.8 m (1.0 m true width) (Silver Matt Showing); 370.7 g/t silver, 2.2% zinc and 14.8% lead over 17 m (Gaynor Showing); and, 13.08 g/t silver, 4.69% zinc and 0.97% lead over 9 m (Nanny Showing). Soil geochemical sampling has concentrated on areas in the eastern half of the Project, but the vast majority of the property has not been evaluated.

The Project constitutes a property of merit based on the favourable geologic setting, the high-grade and widespread nature of mineralization and the presence of multiple untested geochemical targets.

A contingent, two-phase exploration program is recommended to follow up significant silver±zinc±lead showings and soil geochemical anomalies, with a Phase 1 program consisting of additional soil geochemistry, detailed mapping, prospecting and hand trenching, with a budget of \$165,000. Contingent on results from Phase 1, a Phase 2 reverse-circulation (RC) drill program with a \$355,000 budget is proposed, in order to follow up results from Phase 1 and earlier work programs.

2 Introduction

Archer, Cathro & Associates (1981) Limited has prepared this Technical Report on the Michelle Project at the request of Silver47 Exploration Corp. Silver47 holds an option to acquire 100% of the Project, which is located in central Yukon, Canada.

This report has been prepared in accordance with the disclosure and reporting requirements set forth in the Canadian Securities Administrators' current "Standards of Disclosure for Mineral Projects" under the provisions of National Instrument 43-101 ("NI 43-101"), Companion Policy 43-101 CP and Form 43-101F1. The effective date of this report is April 30, 2021.

2.1 Project Scope and Terms of Reference

This report provides a technical overview of the Michelle Project. It contains a description of historical work on the property, including work performed by Archer Cathro in 2006 to 2008 and 2013 to 2017. Work performed in 2015 and 2017 was supervised by the author directly; however, for portions of the Technical Report outside of these years, the author relied on data and information from past Archer Cathro reports, in which the author had no participation, as well as publicly available from prior workers. The author has taken reasonable steps to verify this historical data, and has made such independent investigations as deemed necessary in their professional judgement. There has not been a prior technical report issued for this project.

2.2 Qualified Persons

This report was prepared by Jackson Morton, B.Sc., P.Geo., Senior Geologist with Archer Cathro. Mr. Morton is an independent Qualified Person under the provisions of NI 43-101 and has no affiliations with Silver47 except that of an independent consultant/client relationship.

Mr. Morton visited the Michelle Project site in 2015 and 2017. During these site visits, the author participated in geological mapping, prospecting, hand trenching and geochemical sampling, as well as a review of the overall project geology.

2.3 Sources of Information

Sources of information are detailed below and include available public domain information and private company data.

- Research of mineral titles on April 30, 2021 at <https://yukon.ca/en/science-and-natural-resources/mining/find-information-mineral-tenure>
- Review of company reports and annual assessment reports filed with the Yukon government.
- Review of geological maps and reports completed by the Yukon Geological Survey or its predecessors and the Geological Survey of Canada.
- Review of published scientific papers on the geology and mineral deposits of the region and on mineral deposit types.
- Publicly available and Company data of Strategic Metals Ltd., Zinccorp Resources Inc. and Silver Range Resources Ltd., including a review of the entire exploration programs.
- Site visits on the property by the author from June 6 to July 14, 2015 and June 23 to June 29, 2017.

Specific references are detailed in section 19.

2.4 Terms, Definitions and Units

In this report, measurements are generally reported in metric units, with distances reported in metres and kilometres. GPS refers to the Global Positioning System with co-ordinates reported in UTM grid, Zone 8, NAD 83 projection. All costs referenced in this report are denominated in Canadian dollars (\$) unless specifically indicated otherwise.

The following acronyms, abbreviations and units of measure are used throughout the report:

Ag	silver
BC	British Columbia
°C	degree Celsius
cm	centimetres
GSC	Geological Survey of Canada
g/t	Grams per tonne
ka	Thousand calendar-years ago
km	kilometres
m	metres
Ma	Million calendar-years ago
mm	millimetres
NI 43-101	National Instrument 43-101
Pb	lead
ppb	parts per billion
ppm	parts per million
QA	quality assurance
QC	quality control
t	metric tonne or tonnes
YGS	Yukon Geological Survey
YT	Yukon
Zn	zinc

3 Reliance on Other Experts

The source material for this study included a review of previous data provided by Zinccorp Resources Inc., field-work conducted by Archer Cathro on behalf of Strategic Metals Ltd. (“Strategic Metals”) and Silver Range Resources Ltd. (“Silver Range”), and information available in public assessment and reports filed with the Yukon government. The author has not conducted a detailed land status evaluation, and has relied upon previous reports, public documents and statements by Silver47 regarding Property status and legal title.

Specific references are detailed in section 19.

4 Property Description and Location

4.1 Location

The Michelle Project is located in the Ogilvie Mountains of central Yukon, at the confluence of NTS map sheets 116A/13, 116B/16 and 116H/04. It is centred at latitude 64°58’ north and longitude 137°44’ west.

The Project extends west from the headwaters of Michelle Creek, toward the Dempster Highway (Yukon Highway 5) (Figure 1). The property is located within the Peel River watershed, near its southwestern boundary. The Peel River originates in the Ogilvie Mountains and empties into the Arctic Ocean via the Mackenzie River. The watershed is drained by six major tributaries – the Snake, Wind, Bonnet Plume, Hart, Ogilvie and Blackstone. In the Michelle area, the Dempster Highway follows the course of the Blackstone River), and both cross the westernmost portion of the property.

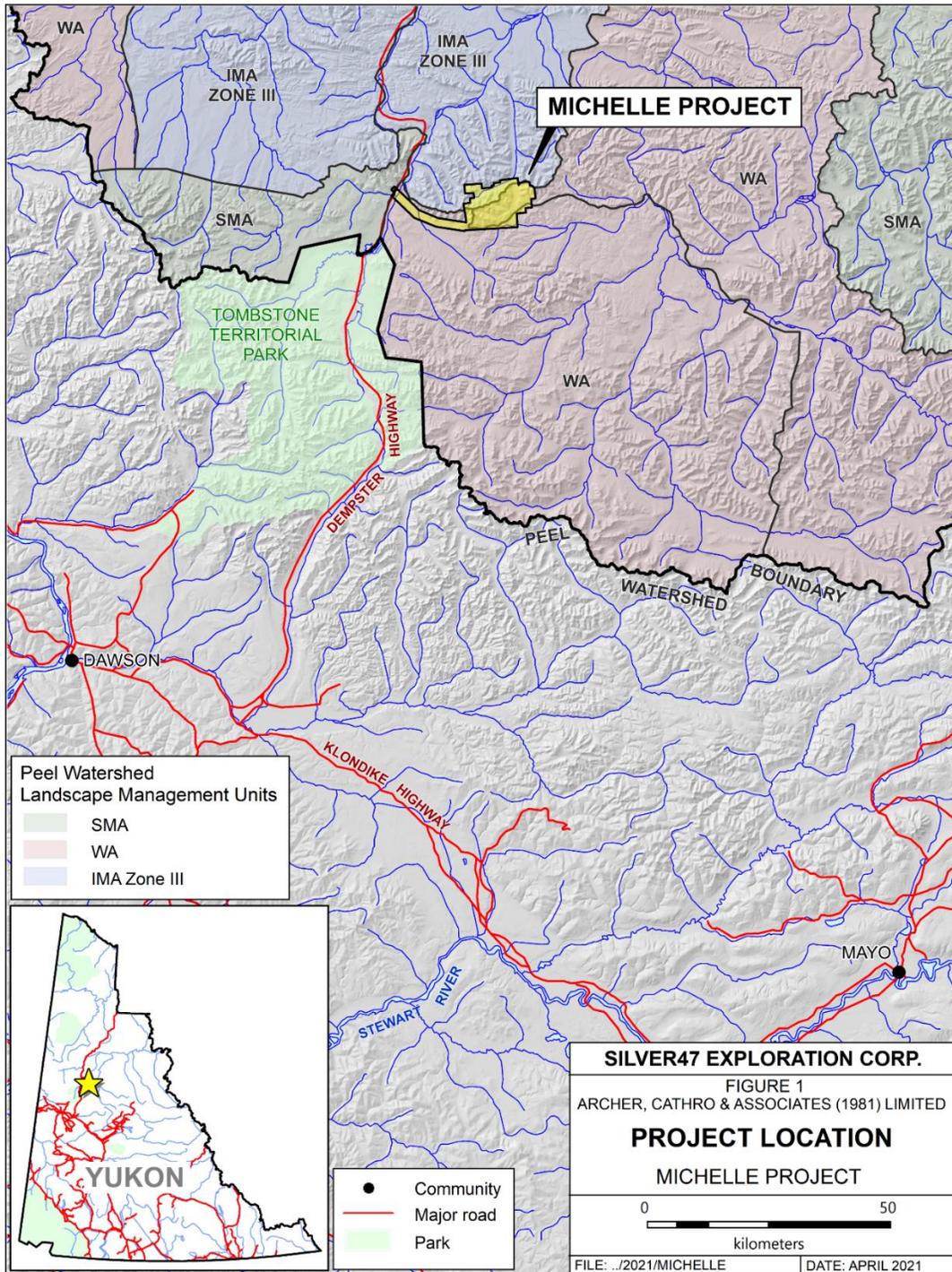


Figure 1: Project Location

4.2 Land Tenure

The Project comprises 782 mineral claims, known as quartz claims in the Yukon, which cover an area of 159 km² (15,900 ha). The claims are located in both the Dawson and Mayo mining districts, and the boundary between the two bisects the property as illustrated in Figure 1. All of the claims are registered in the name of Archer Cathro, which holds them in trust for Silver47. Details concerning registration are listed in Table 1, and the locations of the individual claims are shown on Figure 2.

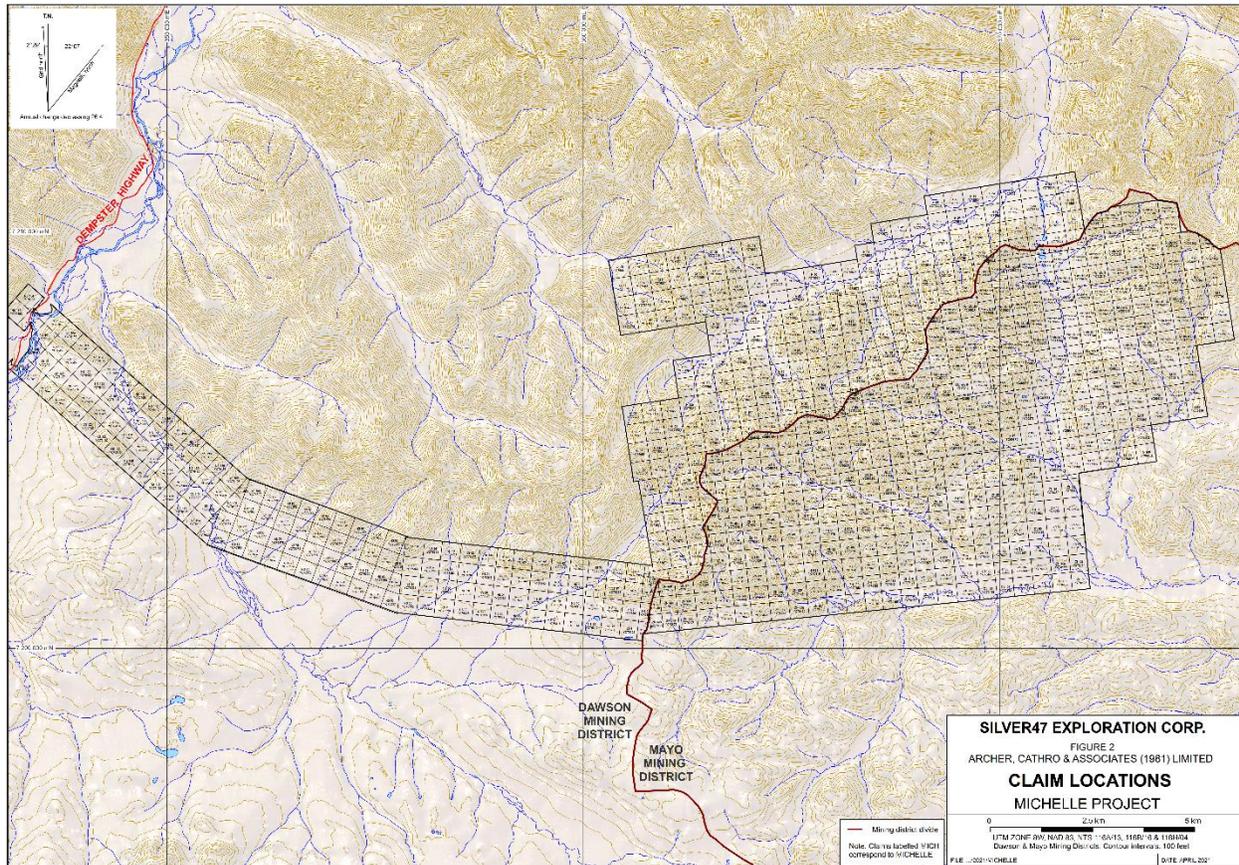


Figure 2: Claim Locations

Mining District	Claim Name	Claim Number	Grant Number	Expiry Date
Mayo	Michelle	1-2	YC50208-YC50209	26-Mar-34
		3-20	YC56625-YC56664	26-Mar-33
		21-60	YC56625-YC56664	26-Mar-33
		61-90	YC57212-YC57241	26-Mar-33
		91-96	YC68288-YC68293	26-Mar-31
	M	1-12	YC69793-YC69804	26-Mar-31
		19-126	YC69811-YC69918	26-Mar-31
		1-42	YC69663-YC69704	26-Mar-31
		1-148	YC70337-YC70484	26-Feb-33
Dawson	Hot	1-11	YC62420-YC62430	26-Mar-32
		12	YC62957	26-Mar-32
		13-22	YC63033-YC63042	26-Mar-31

	H	1-68	YC75530-YC75597	26-Mar-28
		69-88	YC75598-YC75617	26-Mar-32
		89-159	YC75618-YC75688	26-Mar-28
	OT	1-30	YC76067-YC76096	26-Mar-28
	NS	1-165	YC76298-YC76462	05-Mar-30

Table 1: Mineral Claims

The Michelle Project lies within the traditional territories of the Tr'ondëk Hwëch'in and Nacho Nyak Dun first nations, which have concluded land claim agreements with Canada and Yukon.

4.3 Royalties and Agreement

The Project is subject to an option agreement that allows Silver47 to acquire a 100% interest in the project from Silver Range by: issuing 19.9% of Silver47's shares to Silver Range following a listing on a Canadian securities exchange; and making a one-time milestone payment of \$1,000,000 in cash or equivalent Silver47 shares upon the declaration of a National Instrument 43-101 Measured and Indicated resource or reserve estimate in excess of 80,000,000 ounces of silver.

If the option agreement is completed, the Project will remain subject to a 1% Net Smelter Return royalty. Silver47 will have the right of first refusal on the sale of the royalty.

The author understands the option agreement is currently in good standing.

4.4 Permits and Risk Factors

The entirety of the Michelle Project is located within the Peel River watershed. On August 22, 2019, the Peel Watershed Regional Land Use Plan ("the Plan") was approved by the Tr'ondëk Hwëch'in, Na-Cho Nyäk Dun and Vuntut Gwitchin First Nations, the Gwich'in Tribal Council and the Government of Yukon. The watershed planning region is a 67,431 km² area that covers the Peel River and its tributaries, which sources from the Ogilvie Mountains and connects to the Arctic Ocean via the Mackenzie River. The Plan is designed to direct the future use of the watershed's natural resources by dividing the region into 16 Landscape Management Units, and assigning each unit to one of two land use categories, each with its own sub-categories. The categories and sub-categories are described in Table 2 below.

Category	Sub-category	Description
Conservation Area	Special Management Area (SMA)	<ul style="list-style-type: none"> • Permanently withdrawn from any new industrial land use and surface access. • Intended to become legally designated as a protected area.
	Wilderness Area (WA)	<ul style="list-style-type: none"> • Interim withdrawal from any new industrial land use and surface access. • Withdrawal status to be reviewed as part of a longer-term Plan review.
	Wilderness Area-Boreal Caribou (WA-BC)	<ul style="list-style-type: none"> • Interim withdrawal from any new industrial land use and surface access. • Withdrawal status to be reviewed as part of a longer-term Plan review. • Requires a legal designation and a management plan.

Integrated Management Area	Zone I	<ul style="list-style-type: none"> • Very high ecological and heritage/cultural values within a sensitive biophysical setting. • Maintaining ecological integrity and protecting heritage and cultural resources is the priority. • Land uses are acceptable if they do not create significant functional disturbance. • All-season industrial infrastructure discouraged.
	Zone II	<ul style="list-style-type: none"> • High ecological and heritage/cultural values within a moderately sensitive biophysical setting. • Maintaining ecological integrity, protecting heritage and cultural resources, and minimizing land use impact is the priority.
	Zone III	<ul style="list-style-type: none"> • Moderate ecological and heritage/cultural values within a moderately sensitive biophysical setting. • Conservative levels of land use are consistent with the Zone III objectives.
	Zone IV	<ul style="list-style-type: none"> • Lower ecological and heritage/cultural values within a moderately sensitive biophysical setting. • Higher levels of land use are consistent with the Zone IV objectives.

Table 2: Peel Watershed Regional Land Use Plan – Land Use Designation System

The majority of the Project is contained within the Hart River and West Hart River LMUs, which are classified as Wilderness Areas. Wilderness Areas prescribe an interim withdrawal from any new industrial land use and surface access, for the purpose of conservation, but are intended to be reviewed as future circumstances change. In particular, the Hart River and West Hart River LMUs are intended to protect the wintering areas for two caribou herds, protect sheep habitat and support eco-tourism.

Approximately one quarter of the Project is located within the Blackstone River LMU, which is classified as an Integrated Management Area (Zone III). Integrated Management Areas are regions where new industrial land uses and surface access is permitted, and the regions are ranked on a scale from highest sensitivity to disturbance (Zone I) to lowest sensitivity to disturbance (Zone IV). The western boundary of the Blackstone River LMU is delimited by the Dempster Highway, and due to the proximity to the highway, resource extraction is permissible in the LMU, so long as it supports the local economy.

The boundaries of the LMUs in the Michelle project area are illustrated on Figure 1.

5 Accessibility, Climate, Local Resources, Infrastructure and Physiography

The Project is located in the Ogilvie Mountains of central Yukon Territory. It is drained by creeks that flow into the Hart and Blackstone rivers and ultimately into the Arctic Ocean via the Peel and Mackenzie rivers.

The property covers gentle to rugged, sub-alpine to alpine terrain with local elevations ranging from about 900 to 1850 m. Slopes comprise block talus with castellated ridge crests at higher elevations and broad valleys at lower elevations. Mountaintops are bare and most slopes are sparsely vegetated, which can contribute to flash flooding during heavy rains. The larger creek valleys contain aspen, white and black

spruce, tamarack and tundra (Pyle et al., 2007). Water supply is variable in the area, with good flow rates throughout summer where creek beds are near bedrock, but little or no surface flow in areas of deep unconsolidated material. A few reeks contain bright orange iron-oxyhydroxide precipitates.

The Project straddles the boundary between historically glaciated and unglaciated terrains (Figure 3). Two continental ice sheets (Laurentide and Cordilleran) covered much of North America in the Quaternary Period. The maximum advance of the Laurentide Ice Sheet terminated a considerable distance to the east and did not directly affect the geomorphology of the Project. The Cordilleran Ice Sheet covered most of central and southern Yukon. It advanced at least four times between 2.5 Ma (million years ago) and 11 Ka (thousand years ago); however, deposits of only the last two glaciations (Reid – 300 to 200 Ka and McConnell – 25 to 12 Ka) can be distinguished today. Deposits from older glaciations are collectively referred to as “pre-Reid.” The Ogilvie Mountains were generally unglaciated during these advances, but because the Michelle Project is located adjacent to a broad valley, it was likely subjected to advancements and retreats of the Cordilleran Ice Sheet (Pyle et al., 2007). The general flow directions in the Ogilvie Mountains were westerly and northerly (away from the main body of the glacier), but locally variable in tributary valleys (Figure 3). There is evidence of alpine glaciation in north-facing cirques on the property.

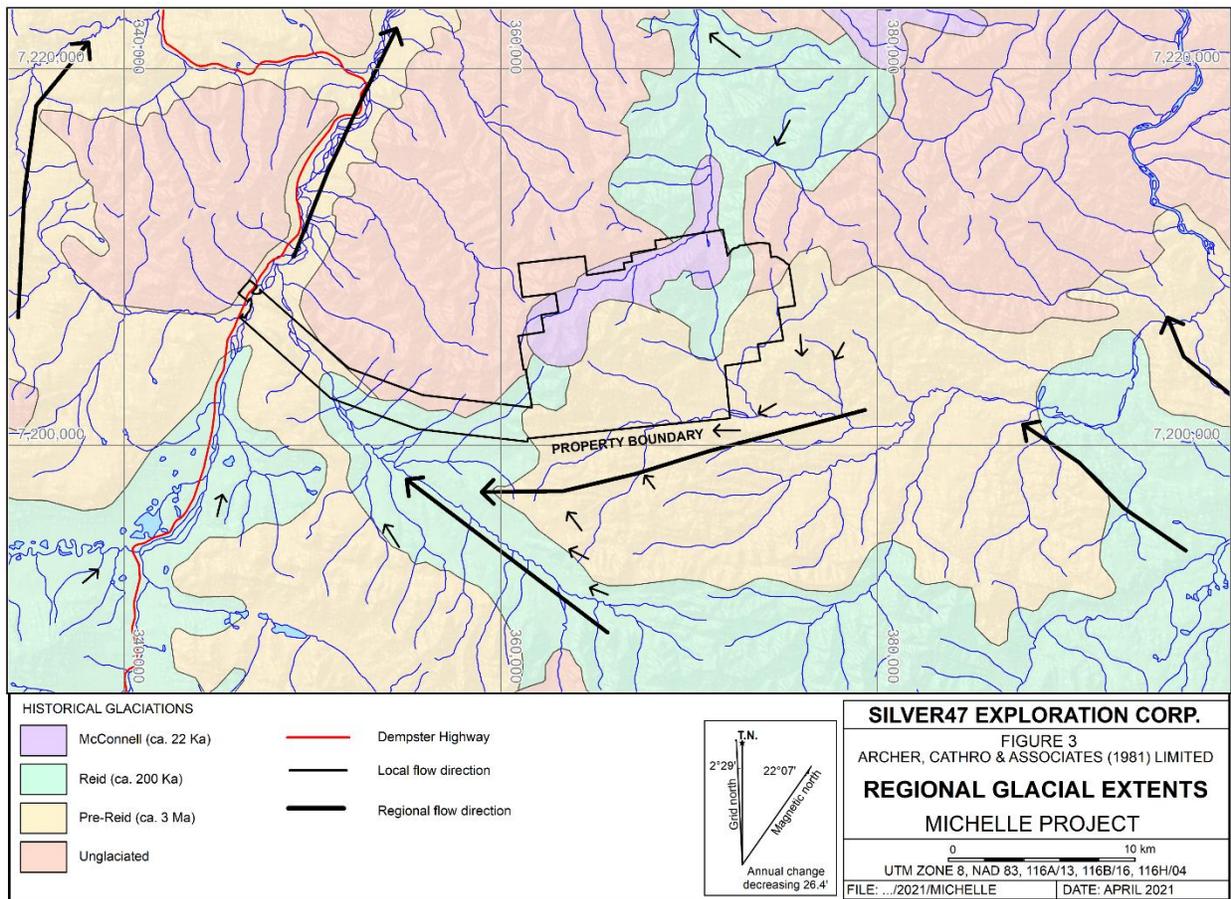


Figure 3: Regional Glacial Extents

The Peel region has no permanent residents, few roads, and only limited development. The unpaved, all-season Dempster Highway, which passes through the westernmost portion of the property, connects a number of towns in the Northwest Territories (“NWT”) to the Canadian road network. In the Yukon the

highway is designated as Highway 5, and extends from its junction with the Klondike Highway (Yukon Highway 2) to the NWT border, where it continues as Highway 8. Across the border, the highway crosses the Peel River at Fort McPherson, where passage requires an ice bridge during the winter months or ferry during the summer months.

The Chapman Lake aerodrome is an uncontrolled, gravel, 3000' by 75' airstrip that is located 5.5 km south of the property, along the Dempster Highway. The airstrip is managed by the Yukon Department of Highways and Public Works and has been used as a staging area for past exploration programs at Michelle.

Local infrastructure is illustrated on Figure 4.

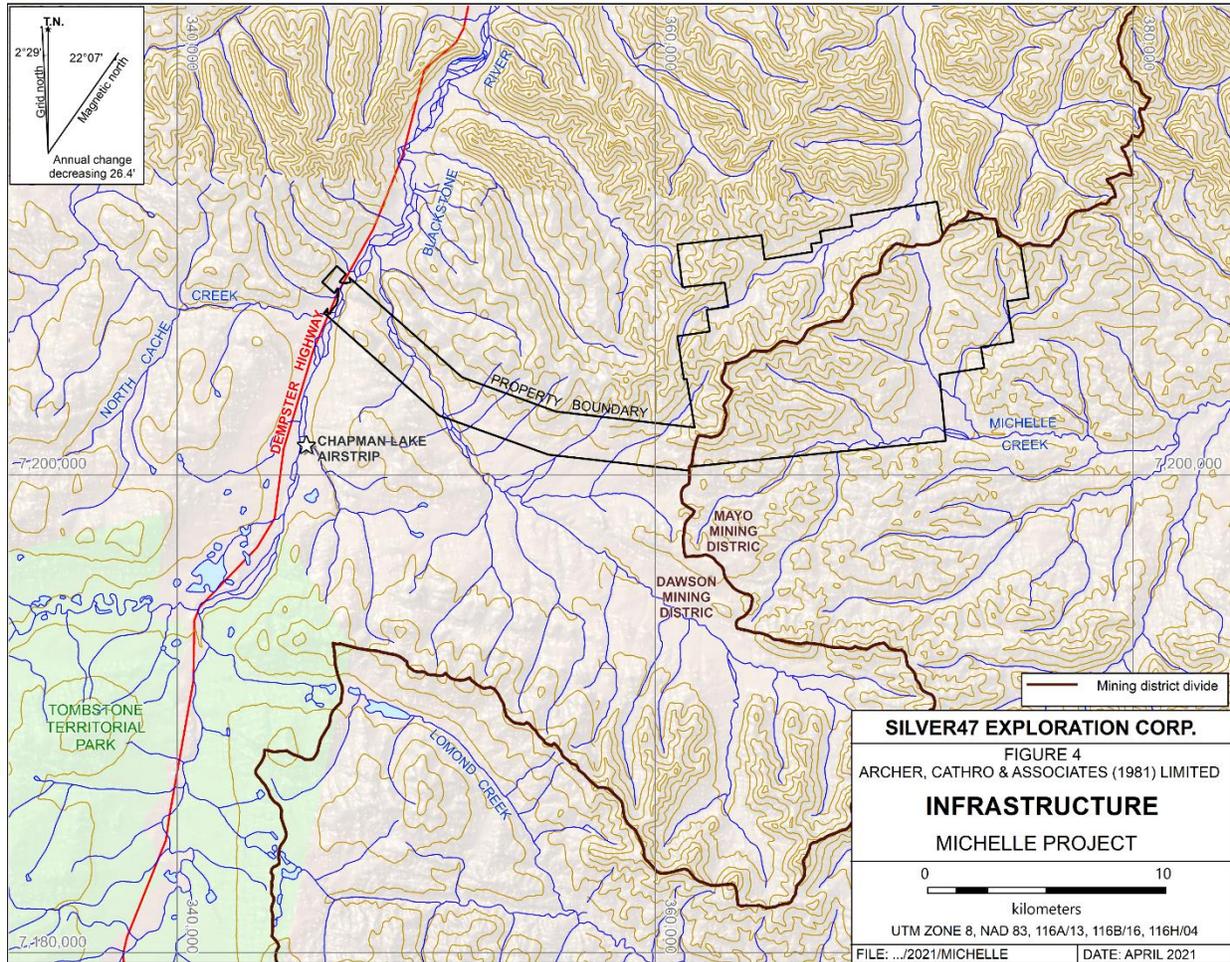


Figure 4: Infrastructure

6 History

The locations referred to in this section are shown on Figure 5.

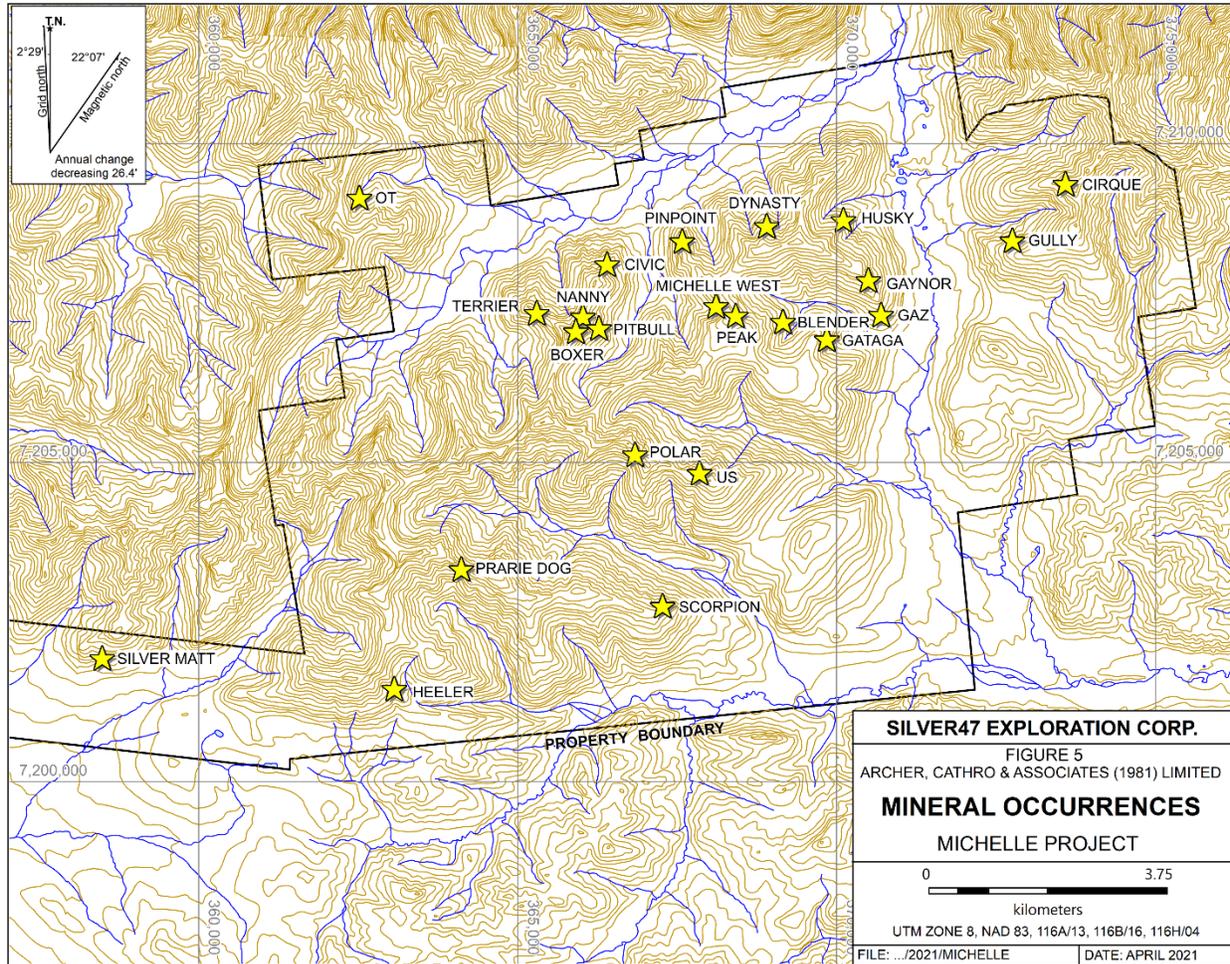


Figure 5: Mineral Occurrences

In 1974, Dynasty Exploration Limited (“Dynasty Exploration”) staked two non-contiguous claims blocks over parts of the current Michelle property. The first set of claims, in the easternmost part of the property, covered the headwaters of a small stream that returned highly anomalous values for zinc- and lead-in-silt (Dean, 1975). The second claim block was located about five kilometres to the west and covered an occurrence of sulphide zinc-lead mineralization (Dean and Carne, 1974). That year, hand trenching, prospecting, geological mapping and geochemical sampling led to the discovery of gossanous zinc mineralization on the eastern claim block and identified significant in-situ silver-zinc-lead mineralization on the western block. The two areas are now referred to as the Gully Zone and the Dynasty Showing, respectively.

In 1975, Dynasty Exploration’s claims were transferred to Cyprus Anvil Mining Corp. and were further explored by geochemical sampling, mapping and hand trenching. The claims were subsequently allowed to lapse.

In 2001, two Archer Cathro geologists spent one day prospecting in the vicinity of the old claims on behalf of Strategic Metals. A number of rock samples were collected, but no claims were staked.

In 2006, three Archer Cathro geologists spent another day prospecting in the area of the former eastern claim block (Gully Zone), on behalf of Strategic Metals. Numerous limonite specimens, some with residual

galena, were picked up in a creek bed and returned highly anomalous values for silver, zinc and lead. Prospecting at the time was limited by extensive snow cover. The area was briefly re-examined later that summer and was staked as the Michelle 1-20 claims. The Project was sold to Zinccorp by Strategic Metals in March 2007 and was then expanded from 20 to 112 claims.

In 2007, Zinccorp carried out a program of geochemical sampling, prospecting, geological mapping and 853.13 m of diamond drilling in seven holes. Diamond drilling tested for the source of mineralized float associated with a recessive-weathering north-trending fault, from two drill sites at the Gully Zone. One of the holes (MCH-07-06) averaged 309.5 g/t silver, 16.76% zinc and 8.87% lead over 18.29 m, including 510.7 g/t silver, 22.72% zinc and 17.38% lead over 7.94 m. Assay results from drill core generally returned much higher values for silver, zinc and lead than were anticipated from visual estimates. Prospecting and geochemical sampling identified another two silver-zinc-lead occurrences – the Peak Zone and the Cirque Showing (Eaton, 2008). Results from this program are further described in the appropriate sections of this report.

In 2008, Zinccorp completed 3113.27 m of diamond drilling in 26 holes, as part of an exploration program that also involved geological mapping, prospecting and geochemical sampling. Eleven of the holes were drilled at the Gully Zone and extended the known strike length of the mineralized north-trending fault. The remaining 15 holes were drilled at the Peak Zone. The best results obtained from this drill program were 152 g/t silver, 5.36% zinc, 16.36% lead and 870 ppm gallium over 9.40 m at the Gully Zone; and 347 g/t silver, 1.20% zinc and 3.29% lead over 24.54 m, including 2133.9 g/t silver, 0.55% zinc and 15.18% lead over 2.95 m, at the Peak Zone. Prospecting and geochemical sampling identified another twelve mineral occurrences on the Project – the Blender, Gaynor, Gaz, Pinpoint, Nanny, Terrier, Civic, Michelle West, Polar, Us, Prairie Dog and OT showings. A complete report pertaining to this work can be found in Eaton (2009), while results are summarized in the appropriate sections of this report.

In 2009, Zinccorp performed prospecting and geochemical sampling on the Project. The program identified another mineral occurrence, the Scorpion Showing, in the southern part of the property. A grab sample from this new showing, consisting of cobbles of limonite with residual galena returned 145 g/t silver, 29.2% zinc and 20.4% lead (Mann, 2009).

In 2010, Zinccorp conducted geochemical sampling, prospecting, geological mapping, geophysical surveying and 1033.88 m of diamond drilling in 10 holes. Five of the holes were drilled at the Blender Zone, one at the Peak Zone and four at the Terrier Showing. The drill core was only partly assayed and all 10 holes failed to return significant results. Prospecting identified a new mineral occurrence, the Silver Matt Showing, in the southwestern part of the property. Samples collected from this showing, comprising cobbles of galena with oxide rinds, returned up to 4180 g/t silver and 82.8% lead. Geophysical surveying using a handheld gravity meter yielded inconclusive results, partly due to instrument failure (Liverton et al., 2010).

In winter 2012, Strategic Metals repurchased the Michelle Project from Zinccorp.

On July 15, September 10 and September 13, 2013, Strategic Metals flew aerial photography over the entirety of the Michelle Project (Burrell, 2014). In 2014, Strategic Metals conducted one day of prospecting and geochemical sampling at the Silver Matt Showing. Ground surveys were also performed that year, which resulted in the creation of property-scale orthophotos and detailed topographic maps (Burrell, 2015).

In 2015, Strategic Metals performed hand trenching, prospecting, geochemical sampling and geological mapping on the Project. This work identified four new mineral occurrences – the Boxer, Pitbull, Heeler and Husky showings. Hand trenching successfully exposed in-situ sulphide mineralization at the Silver Matt Showing, which returned 894 g/t silver, 8.1% zinc and 46.9% lead over an estimated true thickness of 1 m, and a wide interval of in-situ oxide mineralization at the Gaynor Showing, which returned a weighted average of 371 g/t silver, 2.2% zinc and 14.8% lead over 17 m. Later that year, Strategic Metals transferred its interest in the Michelle Project to Silver Range, as part of a larger property exchange agreement (Morton, 2016).

In 2017, Silver Range carried out another program of hand trenching, prospecting, geochemical sampling and geological mapping. This work expanded the geological map, yielded some strong geochemical results from showings that had previously seen only very limited work, and identified a new showing named Gataga. Hand trenching at the Scorpion Showing, across the top of a gossanous float train, yielded weighted average grades of 34.53 g/t silver, 3.51% zinc and 8.79% lead over 11 m. Prospecting east of the Cirque Showing identified small boulders of semi-massive galena, which returned up to 172 g/t silver. The source of this float was not identified (Morton, 2018).

In February, 2021, Silver47 entered into an option agreement with Silver Range to allow Silver47 to acquire a 100% interest in the Project by issuing 19.9% of its share capital to Silver Range upon completion of a listing on a Canadian stock exchange.

7 Geological Setting and Mineralization

7.1 Regional Geology

The Michelle Project is located within Mackenzie Platform (Figure 6), a tectonic element comprising episodic miogeoclinal sediments deposited on the west side of ancestral North America from Lower Paleozoic through to Middle Paleozoic times.

The Project lies 25 km north of the Dawson Thrust Fault, which separates Selwyn Basin to the south from Mackenzie Platform to the north. This fault is a crustal break that may date back to late Neoproterozoic rifting and was subsequently reactivated as a north-directed thrust fault during Paleozoic extension and Mesozoic compression (Colpron et al, 2013).

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FIGURE 6

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TECTONIC SETTING

MICHELLE PROJECT

FILE: .../2021/MICHELLE

DATE: APRIL 2021

After Colpron, M. and Nelson, J.L., 2011

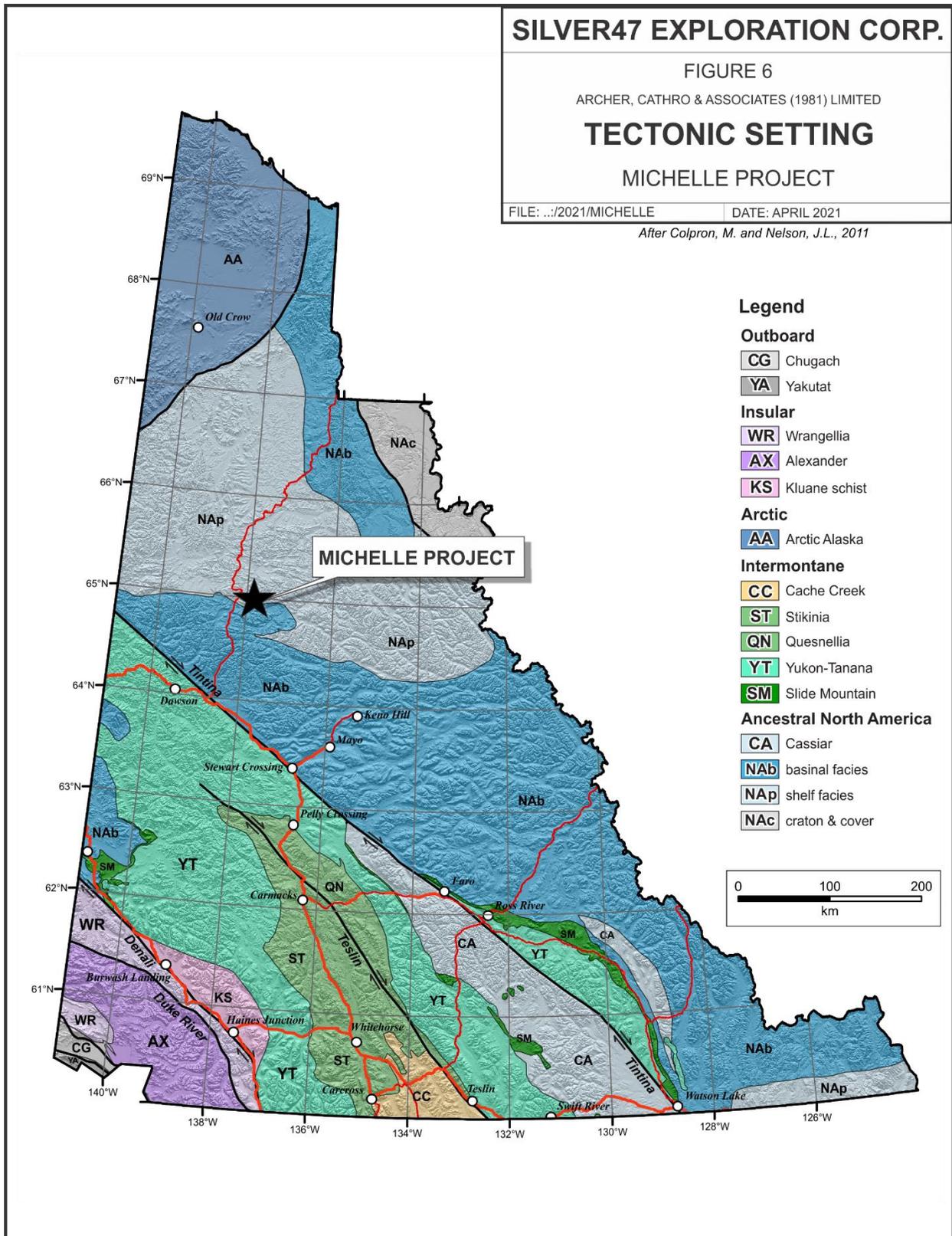


Figure 6: Tectonic Setting

The geology in the region consists of five sedimentary units classified by Gordey and Makepeace (1999) as Quartet Group, Gillespie Lake Group, Road River Group, Bouvette Formation and Earn Group (Figure 7). Lower Proterozoic Quartet and Gillespie Lake groups, which belong to the Wernecke Supergroup, are exposed in a series of windows scattered across the region. Road River Group epitomizes Selwyn Basin, while Bouvette Formation is part of Mackenzie Platform. Earn Group is a transgressive shale package that appears in both the basinal and platformal sequences.

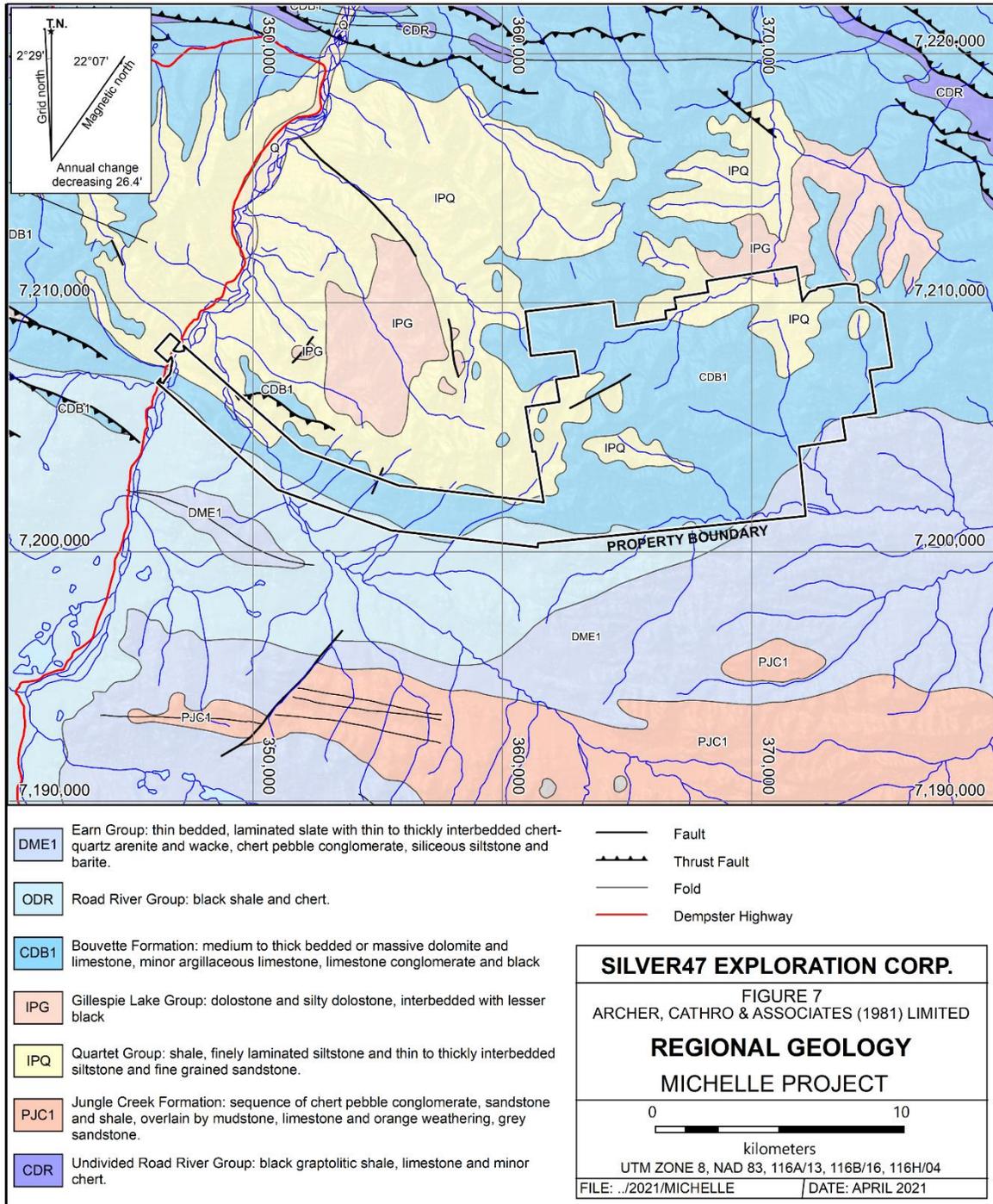


Figure 7: Regional Geology

Quartet Group consists primarily of grey-brown, relatively unmetamorphosed shale and siltstone that are often strongly folded. Those deeper water sediments are overlain by orange-brown Gillespie Lake Group dolostone and shallow water clastic sediments. Gently folded, massive dolostone and limestone of Upper Cambrian to Lower Devonian Bouvette Formation unconformably overlie the Lower Proterozoic sediments. Bouvette Formation carbonates are locally overlain by a thin tongue of Ordovician to Lower Devonian Road River Group black shale and chert, which was deposited when Selwyn Basin briefly flooded on to Mackenzie Platform. Black siltstone and chert pebble conglomerate of the Devonian to Mississippian Earn Group overlie Bouvette Formation or Road River Group sediments (Pyle et al., 2007). The lithological units that occur in the immediate vicinity of the Michelle Project are described in Table 4.

Unit Name	Map Name	Age	Description
Earn Group	DME	Devonian and Mississippian	Complex assemblage of submarine fan and channel deposits with slate, chert-quartz arenite and wacke, chert pebble conglomerate, siltstone, barite and rare limestone.
Road River Group	ODR	Ordovician to Lower Devonian	Black shale and chert.
Bouvette Formation	CDB	Upper Cambrian to Lower Devonian	Medium to thick bedded or massive dolostone and limestone, minor argillaceous limestone, limestone conglomerate and black shale.
Unconformity			
Gillespie Lake Group	IPG	Lower Proterozoic	Dolostone and silty dolostone, locally with chert nodules and sparry karst infillings, interbedded with lesser siltstone, shale, mudstone and sandstone.
Quartet Group	IPQ	Lower Proterozoic	Black weathering shale, finely laminated dark grey weathering siltstone, and thinly to thickly interbedded, light grey weathering siltstone and fine grained sandstone.

Table 4: Regional Lithological Units (after Gordey and Makepeace, 1999)

7.2 Property Geology

In 2015 and 2017, Strategic Metals conducted 1:10000 scale mapping on parts of the Michelle Project (Figure 8). The following is a summary based on this work, as well as observations made by exploration geologists who have worked on the property at various times.

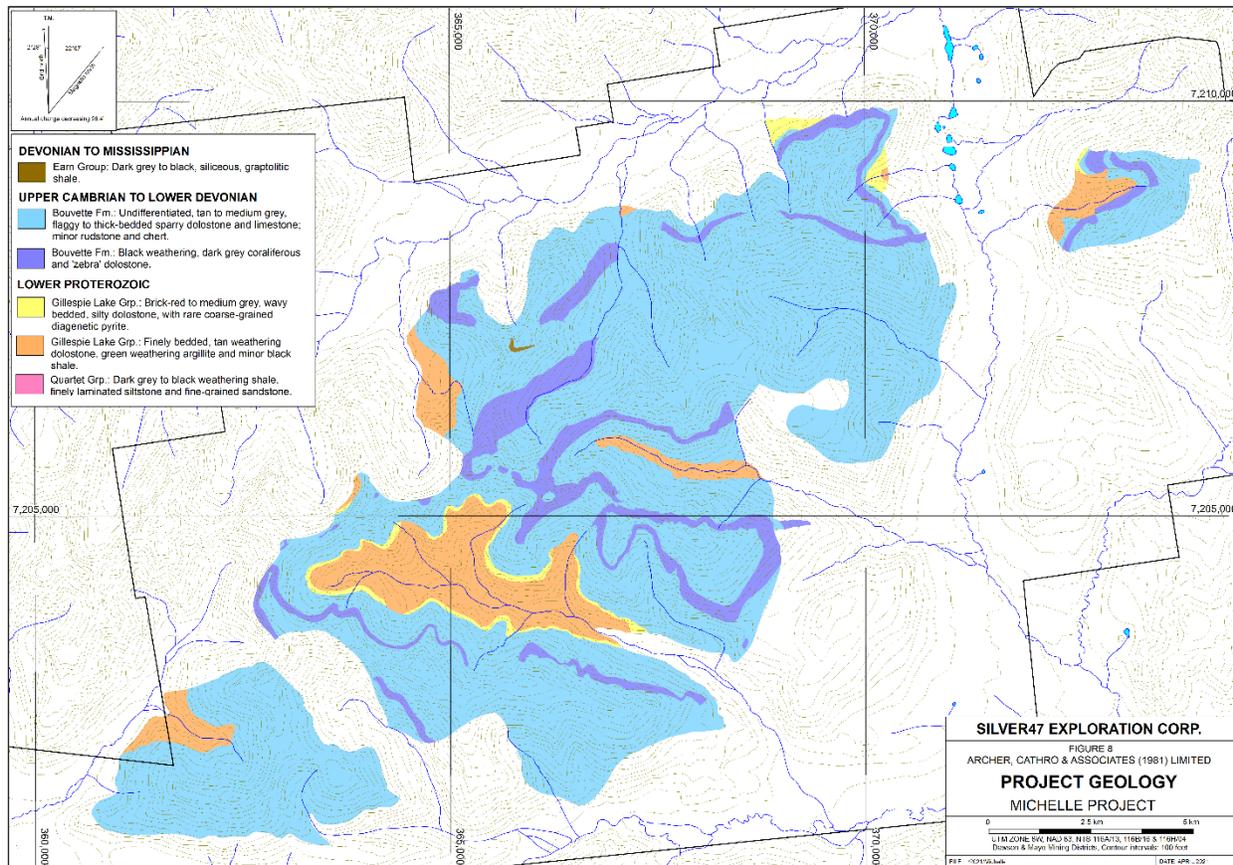


Figure 8: Property Geology

The oldest units on the property are Lower Proterozoic Quartet Group and Gillespie Lake Group sedimentary rocks, which are exposed in drainages at lower elevations. Quartet Group strata are mapped at a regional-scale by the Yukon Geological Survey within many low areas on the property (Gordey and Makepeace, 1999), but recent mapping has re-interpreted some of these strata as Gillespie Lake Group, which is locally subdivided into two units – IPG1 and IPG2. IPG2 consists of finely bedded, tan weathering dolostone, green weathering argillite and minor black shale, and is overlain by IPG1, which comprises brick-red to light grey weathering, wavy bedded, silty dolostone, with rare coarse grained diagenetic pyrite. These two units are unconformably overlain by Upper Cambrian to Lower Devonian Bouvette Formation limestone and dolostone. The surface trace of the unconformity is typically marked by gossanous soil and talus.

Bouvette Formation sedimentary rock underlies most of the property and is locally sub-divided into two units – CDB and CDB1. CDB1 consists of resistive, dark grey to black, fossiliferous (coral) dolostone and 'zebra' dolostone. It is interbedded with non-clastic and undifferentiated light to medium grey, flaggy to thick-bedded sparry dolostone and limestone, with minor mudstone and chert (CDB). CDB1 is cliff-forming at higher elevations and is marked by conspicuous, dark and blocky talus at lower elevations (Photos 1 and 2). It has an estimated thickness of 220 m. Mineralization observed on the Project to date is hosted exclusively within Bouvette Formation.



Plate 1: Bouvette Formation (CDB1) Fossiliferous Dolostone



Plate 2: Black CDB1 Talus along a Hillslope

On a ridge in the central part of the property, a small package of siliceous, dark grey to black, graptolitic Earn Group shale overlies Bouvette Formation strata. This unit has not been observed elsewhere on the Project.

High-angle faults on the property generally strike north to northeast, exhibit a small sense of displacement where they intersect and offset CDB1, and in several locations juxtapose Bouvette Formation carbonates against Gillespie Lake sedimentary rock. In the northern part of the property, the north-directed Dynasty Thrust Fault cuts Bouvette Formation and exposes a thin package of CDB1. East of the Dynasty Thrust Fault, a north-trending fault cuts both Bouvette Formation and the underlying Gillespie Lake Group. Bedding on the property generally dips north and south as a result of open, shallowly east-plunging folds. Drainages are often developed in fold hinges in the central part of the property.

7.3 Mineralization

Prospecting, hand trenching and drilling have identified 21 named showings, and 2 zones (zones are showings where drilling has confirmed the depth extent of mineralization) plus several isolated float occurrences (Figure 5). A number of the showings and zones are marked by weak gossans located on or near ridge crests, where the softer and more fractured mineralized rocks are least likely to be covered by harder, more massive unmineralized talus. Mineralization consists almost exclusively of cavity-, fracture- and/or breccia-hosted, secondary oxide and carbonate minerals, predominantly limonite and smithsonite. In hand specimens, it is often difficult to determine relative percentages of the secondary minerals and, as such, visible grade estimates are unreliable. Residual galena, with cerussite or anglesite envelopes, is present in some showings. Relatively unoxidized sulphide mineralization (consisting of nearly massive sphalerite, galena and pyrite with coatings of hydrozincite) has only been observed in three locations (Dynasty, Silver Matt and Husky showings). The 23 named showings and zones are summarized in Table 5 below.

Showing/Zone	Metals	Dimensions	Mineralization Control
Gully	Ag-Zn-Pb-Ga±Ni	750 x 350 m	Fault and stratabound mineralization
Cirque	Ag-Zn-Pb	810 x 710 m	Stratabound mineralization
Peak	Ag-Zn-Pb-Ga±Mo	610 x 380 m	Fault and fracture mineralization
Dynasty	Ag-Zn-Pb	1940 x 560 m	Fault-hosted mineralization
Blender	Ag-Zn-Pb-Ga±Ni±Mo	1350 x 250 m	Fault-hosted mineralization
Gaynor	Ag-Zn-Pb	230 x 160 m	Fault and stratabound mineralization
Gaz	Ag-Zn-Pb	145 x 65 m	Stratabound mineralization
Gataga	Zn-Pb	200 x 170 m	Stratabound mineralization
Husky	Ag-Zn-Pb-Ga	10 x 10 m	Unknown
Pinpoint	Ag-Zn	250 x 150 m	Unknown
Nanny	Ag-Zn-Pb-Ga	250 x 130 m	Fault-hosted mineralization
Terrier	Ag-Zn	250 x 140 m	Fault-hosted mineralization
Civic	Zn-Pb±Ni±Mo	470 x 180 m	Stratabound mineralization
Boxer	Ag-Zn-Pb	150 x 65 m	Stratabound mineralization
Pitbull	Ag-Zn-Pb	10 x 10 m	Stratabound mineralization
Michelle West	Zn±Ni	250 x 200 m	Unknown
Polar	Zn±Ga	600 x 550 m	Fault-hosted mineralization
Us	Zn±Ni	520 x 190 m	Unknown

Scorpion	Ag-Zn-Pb	360 x 190 m	Fault-hosted mineralization
Prairie Dog	Zn±Ga±Ni	400 x 180 m	Fault-hosted mineralization
OT	Ag-Zn-Pb-Ga±Ni±Mo	900 x 160 m	Fault-hosted mineralization
Heeler	Ag-Zn-Pb	30 x 30 m	Fault-hosted mineralization
Silver Matt	Ag-Zn-Pb	250 x 250 m	Unknown

Table 5: Summary of Mineral Occurrences

Although most of the mineral showings and zones appear to be hosted in steeply dipping structures that trend northeasterly, some stratabound mineralization has been observed, notably at the Civic, Boxer and Gataga showings and the Gully Zone.

In 2010, Zinccorp submitted a sulphide-rich specimen from the Dynasty Showing to Vancouver Petrographics for polished section analysis. The specimen comprised zoned sphalerite showing variable iron content with small (<0.15 mm) euhedral to subhedral pyrite and an interstitial network of galena. The galena was brecciated with carbonate minerals filling the matrix. This brittle deformation is attributed to low temperatures during deformation (Mann, 2010). Carbonate gangue interstitial to the sphalerite represented approximately 5% of the specimen.

A galena-bearing sample from an uncertain location was submitted to the Department of Geological Sciences at the University of British Columbia by Dynasty Exploration for lead isotope dating. Results showed markedly radiogenic lead, which is typical of Mississippi Valley Type (“MVT”) deposits. The sample likely reflects a Devonian-Mississippian age of formation because it falls on the line of young carbonate deposits (Godwin et al., 1988).

Based on field observations and data compilations, most of mineralization is characterized as MVT-style zinc with varying amounts of iron, lead, silver and gallium. Almost all of these showings are deeply weathered due to mostly unglaciated terrain. The relative abundance of silver, gallium and bismuth suggests a higher temperature of formation than is common in most MVT and non-sulphide zinc deposits. Localized concentrations of nickel, molybdenum and vanadium are also unexpected in typical MVT deposits and suggest that two types of mineralizing systems may be over-printed on each other.

In 2008, a study of all mineralized samples with a significant carbonate content (minimum of 10% combined calcium and magnesium, which are the dominant cations in common carbonate rocks on the property) was completed to determine whether the mineralization is hosted in dolomite or limestone. For the purpose of this study, dolomite was inferred to be present if the relative magnesium content is in the 35-37% range [Mg/(Ca+Mg)]. All of the mineralized samples fell within this percent range (Eaton, 2008). This is not uncommon since most MVT deposits are associated with an envelope of extensive hydrothermal dolomitization that may extend tens of thousands of metres beyond the sulphide bodies (Paradis et al., 2007).

Between 2008 and 2014, a total of 410 rock samples were taken on the Project, with the majority of samples collected from the zones and showings in the northeastern part of the property.

In 2015 and 2017, another 195 and 162 rock samples were collected, respectively. Samples were analyzed in the field by portable X-ray fluorescence (“XRF”) of a single test area per sample. From these samples, 314 were selected for further geochemical analysis. Digestion techniques and analytical finishes used for samples collected during the above programs are described in Section 11.2.

Descriptions of the local geomorphology, size and mineralogy of the 23 named showings and zones are provided in the following paragraphs, while geochemistry and diamond drill results are discussed in the appropriate sections below.

The **Gully Zone** lies on the south side of a tributary valley in the eastern portion of the claim block, and has been explored by soil sampling, prospecting, mapping and diamond drilling. The zone is marked by a patch of rusty soil and talus, which lie within and near to a recessive linear that contains abundant fragments of smithsonite and limonite with occasional residual galena. The strongest mineralization is hosted in a north-trending reverse fault that dips moderately to the west (Gully Fault). Surface specimen samples from this showing averaged 953 g/t silver, 24.0% zinc, 38.93% lead and 327 ppm gallium (Eaton, 2009). A few of these samples returned spot highs for nickel (up to 429 ppm). In addition to the fault-hosted mineralization, stratabound mineralization at the Gully Zone is developed within a faulted horizon of fossiliferous dolostone (CDB1). A number of mostly unexplored gossanous areas coincide with air photo linears southwest of the Gully Zone. One of these gossanous areas, 700 m southwest of the Gully Zone, yielded samples that averaged 2.40% zinc and 2.00% lead (Eaton, 2009). Diamond drill results from the Gully Zone are discussed in Section 10.

The **Cirque Showing** is situated 750 m northeast of the Gully Zone, in the footwall of the Gully Fault. It comprises a train of massive, fossiliferous (CDB1) limonite blocks in talus. These blocks reach maximum dimensions of approximately 2.5 x 2.0 x 0.75 m. Samples from the largest blocks yielded relatively low metal values (up to 4.8 g/t silver, 0.77% zinc and 0.07% lead), but smaller blocks in the same area returned up to 8.6 g/t silver, 2.88% zinc, 0.46% lead (Eaton, 2009). Scattered pieces of gossanous float occur along the talus slope between the Cirque Showing and Gully Zone, suggesting that stratabound mineralization is hosted along the CDB – CDB1 contact. Samples from this area mostly returned moderate zinc and low silver values, with the best sample yielding 41.3 g/t silver, 16.50% zinc and 1.54% lead. Sporadic mineralization on the north side of the valley is associated with the north-trending Gully Fault. In 2017, a composite sample collected from this area, comprising limonitic crackle breccia, assayed 1.55 g/t silver, 30.5% zinc and 0.23% lead. Samples collected east of the Cirque Showing, from an approximately 30 by 30 m talus train of galena-bearing oxide, returned up to 172 g/t silver, 2.29% zinc and 10.6% lead (Morton, 2018).

The **Peak Zone** is located 4500 m west of the Gully Zone. It has been explored by soil sampling, prospecting, mapping and diamond drilling. Mineralization in this zone is found in talus over a strike length of 800 m and consists of limonite- and smithsonite-rich float with rare residual galena. Analysis of the most intensely oxidized material returned average grades of 1732 g/t silver, 10.59% zinc, 62.96% lead and 155 ppm gallium. Two massive limonite outcrops lie roughly 50 m apart within the eastern part of the Peak Zone. They measure 13 by 1.5 m and 4 by 2 m. Limonite in the outcrops is developed along faults or fractures with vertical dips and northerly strikes, and two samples of this material averaged 1.18% zinc and 155 ppm gallium (Eaton, 2008). Diamond drill results from the Peak Zone are discussed in Section 10.

The **Dynasty Showing** lies 1500 m to the north and northeast of the Peak Zone. A portion of this showing was discovered in 1974 by Dynasty Exploration in the headwall of a north-facing cirque. Several patches of sulphide-bearing talus, surrounded by gossanous soil and rocks containing smithsonite, limonite and rare residual galena, occur along the Dynasty Thrust Fault over a strike length of about two kilometres. The mineralized areas are located no more than 125 m apart.

In 1974, Dynasty Exploration dug several shallow hand trenches and uncovered a number of massive sphalerite and galena blocks. In 2008, a short extension dug on the uphill side of one of the trenches revealed a 40 cm thick (true thickness), bedding-parallel band of massive sphalerite and galena with lesser pyrite and hydrozincite.

A chip sample taken across this band assayed 197 g/t silver, 35.98% zinc and 23.48% lead. Samples were also taken perpendicular to bedding, from visibly barren dolomite on either side of the sulphide band. The uphill sample yielded 1.12% zinc over 1.5 m and the downhill sample returned 1.36% zinc and 0.79% lead over 1.5 m. Both samples returned weak silver and gallium values (Eaton, 2009).

In 2015, rock samples collected along the Dynasty Thrust Fault, comprising oxide with masses of residual galena and white encrusting anglesite, yielded up to 402 g/t silver, 32.2% zinc and 22.4% lead (Morton, 2016).

The **Blender Showing** comprises two separate areas – North and South. The North Blender Showing is located 500 m east of the Peak Zone at the junction of two topographic linears identified by air photo interpretation. It consists of several intermittently mineralized float trains that extend for about 700 m southwesterly along a hillside. Mineralization is primarily smithsonite- and limonite-healed dolomite breccia and massive limonite with rare residual galena. This showing, unlike most others on the property, is situated very low in a valley, only about 150 m uphill from a creek. Analysis of the most intensely oxidized material returned average grades of 986 g/t silver, 27.74% zinc, 22.78% lead and 533 ppm gallium. Nickel and molybdenum values from the North Blender Showing are moderately elevated to peaks of 420 ppm and 278 ppm, respectively (Eaton, 2008).

The South Blender Showing lies 500 m southwest of the North Blender Showing, on the other side of a plateau. It comprises a small gossan and a mineralized float train of massive limonite cobbles that covers a 20 by 15 m area. Specimen samples of this material have returned an average grade of 1.36% zinc (Eaton, 2008).

The **Gaynor Showing** lies on a ridge 2000 m east-northeast of the Peak Zone. It comprises an approximately 25 m wide band of gossanous soil and scattered mineralized talus fragments, which extends down both sides of the ridge for a cumulative length of 200 m (Eaton, 2008). The mineralization includes cavity-filling smithsonite and cobbles of massive limonite with rare residual galena. Samples of oxidized material averaged 31 g/t silver, 7.94% zinc and 2.64% lead with elevated gallium (90 ppm) (Eaton, 2009).

The **Gaz Showing** is located 2000 m east of the Peak Zone and forms a gossanous bench on a southeast-sloping ridge. Mineralization consists of abundant limonite cobbles within a 150 by 60 m area, containing some more concentrated gossans up to 30 m in diameter. Samples have yielded up to 3.12% zinc and 25.49% lead, with low values for silver and gallium (Eaton, 2009).

The **Gataga Showing** was identified in 2017 and covers complex, stratabound lead-zinc mineralization within karsted dolostone. It covers an approximately 150 m by 150 m area and is located 720 m southwest of the Gaz Showing. Mineralization is best developed within several recessive stratigraphic horizons, which are up to 3 m thick. Outcrop samples, comprising limonitic, brecciated dolostone with coarse crystalline dolomite and sparse clots of galena, returned up to 7.83 g/t silver, 2.06% zinc and 2.45% lead (Morton, 2018).

The **Husky Showing** is situated 900 m north of the Gaynor Showing, at the toe of a northeast trending ridge. It is located within or below a package of CDB1 and comprises several large boulders of massive galena, with a punky oxide rind and encrusting anglesite on outside surfaces. In 2015, a sample of this material returned 2400 g/t silver, 7.13 % zinc and 71.6% lead (Morton, 2016). This area has received no follow-up work.

The **Pinpoint Showing** consists of a 250 by 100 m area of patchy mineralization on a west-facing slope, 1500 m northwest of the Peak Zone. The top of the mineralized area is marked by several small (up to 30 by 10 m) gossans. About 150 m south of the showing a strong, northeast-trending topographic linear cuts across the ridge crest. Mineralization in the linear comprises weakly smithsonite-healed dolomite breccia and massive limonite blocks. Specimen samples of this material averaged 2.14% zinc, with up to 190 ppm gallium from a single sample (Eaton, 2009).

In 2015, a sample collected from a 30 x 55 x 40 cm boulder, comprising banded goethite and limonite, returned 76.3 g/t silver and 2.20% zinc. Another sample, consisting of vuggy, sparry dolostone, with cavities filled with limonite and fine grained sphalerite, assayed 4.39% zinc (Morton, 2016).

The **Nanny Showing** is located on a north-northeast-trending ridge, about 2500 m west of the Peak Zone. Mineralized float is observed discontinuously over a width of 10 m on the ridge crest and continues down both sides of the ridge in relatively linear talus trains. The mineralization appears to be fault and/or fracture related, and comprises massive limonite or limonite- and smithsonite-healed breccia with dolomite clasts. A chip sample from a 75 x 50 x 20 cm limonite block returned 300 g/t silver, 2.77% zinc, 25.98% lead and 440 ppm gallium (Eaton, 2009).

The **Terrier Showing** lies 1000 m west of the Nanny Showing. It comprises a cluster of samples that yielded anomalous values for silver (up to 1300 g/t), zinc (up to 27.2%), lead (up to 30.3%), nickel (up to 230 ppm) and molybdenum (up to 1950 ppm) (Mann, 2010). The samples were taken within and near a northeast-trending gully. In 2010, four diamond drill holes were designed to test beneath the gully. Results from this work are discussed in Section 10.

In 2015, a composite sample collected 150 m east of the gully, from another discrete northeast-trending recessive topographic linear, returned 41.81% zinc and 69.30 g/t silver (Morton, 2016). This area has received no follow-up work.

The **Civic Showing** is located on a steep north-facing talus slope, 2250 m northwest of the Peak Zone. This showing comprises variably abundant, mineralized float that is scattered over an area approximately 140 by 50 m and in-situ stratabound mineralization hosted in Bouvette Formation dolostone. Mineralization in float mostly consists of rusty-purple blocks of massive boxwork limonite up to 50 x 35 x 15 cm in size, while in-situ mineralization comprises disseminated coarse grained sphalerite and oxide in metre-scale (karsted) cavities. Samples of oxidized material averaged 15.34% zinc and 0.73% lead, and returned the highest nickel value (4050 ppm) on the property. Two strongly anomalous molybdenum values were reported from sampling along the ridge upslope from the main Civic Showing. These samples returned 720 ppm and 1450 ppm molybdenum, respectively (Eaton, 2008).

In 2015, a composite sample collected from oxide material hosted in a karsted dolomite outcrop returned 12.45% zinc (Morton, 2016).

The **Boxer Showing** is located 400 m south of the Nanny Showing, along a north-trending ridge. It is exposed in talus over a strike length of 70 m. Mineralization occurs primarily as interstitial galena, smithsonite and rare sphalerite in complex carbonate breccias, as well as a few cobbles oxide material. Four specimen samples collected along the ridge crest, comprising carbonate breccias with matrix-hosted mineralization, returned an average grade of 15.33 g/t silver, 4.84% zinc and 2.14% lead. A sample of punky limonite, with fine grained galena in fractures and envelopes of anglesite assayed 149 g/t silver, 37.79% zinc and 16.45% lead (Morton, 2016).

The **Pitbull Showing** lies 390 m east of the Boxer Showing along a steep east-flowing drainage. It comprises a 30 by 30 m area of mineralized talus, containing fine grained galena in cavities, bands and clots, which is sourcing from cliffs uphill. A composite sample of banded crystalline limestone with fine grained galena in cavities, narrow bands and clots, yielded 186 g/t silver, 10.10% zinc and 15.55% lead (Morton, 2016).

The **Michelle West Showing** is situated on a ridge crest and adjacent south-facing slope, 3000 m to the west of the Peak Zone. Mineralization occurs in a two metre wide talus train and comprises smithsonite- and limonite-healed dolomite breccia and massive limonite blocks up to 50 x 30 x 25 cm in size. A sample of limonite from the showing yielded 2.51% zinc (Eaton, 2008). Interestingly, a number of samples with strongly anomalous nickel values (up to 1390 ppm) were collected in the vicinity of a series of nearby, closely spaced topographic linears.

The **Polar Showing** straddles a northwest-trending ridge, 2500 m southwest of the Peak Zone. It includes a series of high-angle faults and associated gossans that cut perpendicular across the ridge to form a complex with an aggregate width of 250 m. Mineralization comprises cavity-, fracture- and breccia-filling smithsonite in dolomite with lesser limonite fragments. Samples of oxide material averaged 10.36% zinc (Eaton, 2008). A number of unexplored gossans lie south of the Polar Showing. These gossans coincide with strong northeast-trending topographic linears.

The **Us Showing** is located about 600 m southeast of the Polar Showing. It comprises an 80 m wide by 750 m long, sporadically mineralized area that exhibits the same characteristics as the Polar Showing, except that the Us Showing yielded some strongly anomalous nickel values (up to 590 ppm). Samples have returned up to 15.15% zinc (Eaton, 2008). A small, unexplored gossan lies southeast of this showing.

The **Scorpion Showing** is located along a ridge about 2400 m south of the Polar Showing. It covers a 250 by 400 m area of limonite talus with rare cores of residual galena. The best sample from this zone graded 145 g/t silver, 29.2% zinc, 20.4% lead and 21 ppm gallium (Mann, 2010). Small boulders containing crystalline barite were discovered on the northwestern side of the Scorpion Showing. An area of mineralized float, located 450 m southeast of the showing, returned 62 g/t silver, 1.56% zinc, 16% lead; however, it is unclear if these showings are related.

The **Prairie Dog Showing** is located along the crest of a ridge, 3000 m west of the Scorpion Showing. Mineralization, which was observed on both sides of the ridge, consists of limonite blocks on the south side and cavity-, fracture- and breccia-filling smithsonite to the north. Smithsonite occurs in dolomite talus and outcrop. Samples of oxide have yielded up to 178 g/t silver and 32.54% zinc (Eaton, 2008).

A number of northeast-trending topographic linears cut the ridge between the Prairie Dog and Scorpion showings. Rock samples collected along the ridge have reportedly been strongly enriched in nickel (Mann, 2009). In 2017, 31 samples were collected within a 4 km by 1.2 km area, covering the area between the

showings. From these samples, 18 returned greater than 1% zinc, with a peak value of 46.43% zinc (Morton, 2018).

The **OT Showing** is located in a gully at the top of a narrow valley, approximately 6250 m west-northwest of the Peak Zone, in the northwest corner of the property. Mineralization found within this showing covers a 250 by 70 m area, mostly on the west side of the gully, and consists of massive and cavity- and fracture-filling limonite and smithsonite. Metal values are relatively subdued compared to other showings, with peak values of 29 g/t silver, 2.34% zinc and 5.19% lead. The highest nickel value within this showing was 2160 ppm, while the highest molybdenum was 920 ppm (Eaton, 2009). Rock samples with the highest values for zinc, lead, silver, gallium, nickel and molybdenum all lie within northeast-trending topographic linears.

The **Heeler Showing** lies 2.3 km southwest of the Prairie Dog Showing and covers in-situ oxidized silver-zinc-lead mineralization associated with a northeast-trending fault. The fault has been traced over a strike length of 1.4 km and may extend further to the Prairie Dog Showing. Mineralization consists of encrusting smithsonite, disseminated fine to medium grained sphalerite and residual clots of coarse grained galena, hosted in dark brown oxide. Samples have yielded up to 368 g/t silver, 1.27% zinc and 10.15% lead (Morton, 2016).

The **Silver Matt Showing** lies about 9000 m west of the Scorpion Showing. It is one of three showings on the property known to host predominantly sulphide minerals. This showing is marked by a 30 by 50 m area of mineralized subcrop and outcrop. Mineralized samples primarily comprise brown to black weathering, botryoidal, boxworked and brecciated semi-massive sulphides including galena, sphalerite and rare chalcopyrite. Secondary minerals include anglesite, cerussite and limonite. Results from this showing range from 38.3 to 4180 g/t silver, 0.6 to 47.5% zinc and 0.8 to 82.8% lead. Other zinc-enriched samples were collected west of the main showing in 2014 (Burrell, 2015).

8 Deposit Types

Most of the mineralization discovered to date at the Michelle Project occurs in limonite boxwork found in talus. The boxwork fragments range from less than a centimetre to more than a metre in diameter. Sphalerite and pyrite are rare, but residual galena has been reported at a number of showings. Abundant mixed sulphides have only been observed near-source talus and/or hand trenches at the Dynasty, Silver Matt and Husky showings. None of these showing has been drilled.

Based on geochemical signatures, the showings and zones at the Project mostly can be categorized into two model types: (i) non-sulphide zinc-dominated mineralization, which likely resulted from deep weathering of pre-existing Mississippi Valley-Type sulphide deposits; and, (ii) nickel-molybdenum-zinc mineralization, which may have precipitated in feeder pipes to stratiform Nick-style horizons that occur regionally near the contact between the Road River and Earn groups. The following descriptions of MVT and non-sulphide zinc deposits are largely based on Paradis et al. (2007) and Hitzman et al. (2003), respectively. The description of Nick-style mineralization is based on Hulbert et al. (1992), Lefebure (1994) and Butterworth and Caufield (1998).

Mississippi Valley-Type Deposits

MVT deposits are defined as epigenetic, carbonate-hosted, predominantly zinc-lead sulphide bodies that form from the upwelling of warm, saline, metalliferous hydrothermal fluids. They dominantly occur in dolostone as open-space fillings, collapse breccias and/or replacement of reactive carbonate rocks. Individual ore bodies are typically less than two million tonnes; however, they commonly occur in clusters as seen at the Michelle Project. The dimensions of ore bodies are often difficult to establish due to their highly irregular shapes.

Traditionally, MVT deposits were considered to be stratabound ore bodies that formed from low temperature (75 to 200°C) hydrothermal ore fluids, but in recent years this definition has been broadened to incorporate a greater variety of carbonate-hosted zinc-lead deposits. Three sub-types that are now included within this broader classification are: 1) structurally and stratigraphically controlled zinc-lead deposits, 2) high-temperature carbonate replacement zinc-lead±iron±silver deposits, and 3) Irish-type zinc-lead deposits.

Worldwide in 2007, there were 80 MVT deposits/districts with grade and tonnage figures, 16 of which are in Canada. Canadian deposits typically contain 1 to 10 Mt of 4 to 10% combined zinc and lead, though some are bigger and richer (eg. Pine Point, Polaris and Prairie Creek). Many of the Canadian MVT deposits are located in the Mackenzie Mountains of Yukon and Northwest Territories, where hundreds of small deposits and a few larger ones occur in Proterozoic to Devonian dolostone and limestone, near the boundary between Selwyn Basin and Mackenzie Platform. Examples of the larger deposits in this region include: Gayna River, Blende, Bear-Twit, Goz Creek and Prairie Creek. The exact age of these deposits is unknown; however, they likely formed during a contractional tectonic event, either the Devonian-Mississippian Antler Orogeny or the Cretaceous-Tertiary Laramide Orogeny. Lead isotope studies give radiogenic results, which make ages of formation difficult to establish, but they point toward the Antler Orogeny (Godwin et al., 1988).

Non-Sulphide Zinc Deposits

Historically, non-sulphide zinc deposits have been significant producers of zinc, particularly in Europe. The most notable example is the La Calamine ore body in Belgium, which yielded more than 600,000 tons of zinc metal and was continuously exploited for several centuries (Boni et al., 2007). Due to the recent development of hydrometallurgical techniques (specifically electrowinning and solvent extraction), non-sulphide zinc deposits have re-emerged as attractive mining targets.

There are two types of non-sulphide zinc deposits: supergene and hypogene. Supergene deposits are the more common of the two and are widely distributed. Hypogene deposits are poorly known due to their scarcity.

Supergene non-sulphide zinc deposits are formed by the oxidation of pre-existing sulphide zinc deposits. The majority have a MVT origin. The formation of these deposits is dependent on several factors, namely: 1) size and mineralogy of the pre-existing zinc occurrence; 2) vertical displacement of the water table; 3) rate of water table descent through tectonic uplift and/or arid climatic conditions; 4) wallrock fracture density, and 5) presence of a suitable neutralizing trap site. Supergene non-sulphide zinc deposits are subdivided into three categories:

- I. Direct-replacement deposits are formed when metals liberated by oxidation of sulphide minerals are trapped within the space that was occupied by the protore (original ore body). The mineralogy and consequent metallurgy are quite complex with a wide variety of minerals similar to those generally occurring in gossans.
- II. Wallrock-replacement deposits result when metals liberated by the oxidation of sulphide ore are not trapped locally and are transported down ground water flow gradient from the protore. The transported metals may be located in proximity to the original ore body or several hundreds of metres away (Simandl and Paradis, 2008). The main ore mineral is cryptocrystalline smithsonite. The simpler mineralogy makes this type of deposit a much more attractive economic target.
- III. Residual and karst-fill deposits result from the accumulation of secondary zinc minerals in a network of karst cavities. These deposits are commonly high grade and small tonnage.

Many supergene non-sulphide zinc deposits include components of more than one of the three sub-types listed above. These deposits commonly contain two types of ore: red zinc ore and white zinc ore. The type of ore depends on the nature of the protore and the specific oxidation processes involved in formation of the deposit. Red zinc ore is typically rich in zinc (> 20%), iron (> 7%) and lead, while white zinc ore contains up to 40% zinc with low iron (< 7%) and lead contents. Red zinc ores comprise iron-oxyhydroxides, goethite, hematite, hemimorphite, cerussite and smithsonite and/or hydrozincite. White zinc ores consists of smithsonite and hydrozincite with minor iron-oxyhydroxides (Reichert and Borg, 2008).

Hypogene non-sulphide zinc deposits contain accumulations of minerals that do not seem to be directly derived from sulphide bodies. They appear to have formed from the mixing of a reduced, low- to moderate-temperature (80°-200°C), zinc-rich, sulphur-poor fluid with an oxidized, sulphur-poor fluid. Two major sub-types of hypogene non-sulphide zinc deposits have been recognized:

- I. Structurally controlled deposits contain willemite and variable amounts of sphalerite. They are hematitic and generally associated with hydrothermal dolomitization.
- II. Stratiform, manganese-rich deposits appear to be end members of a spectrum of deposits that include base metal-poor stratiform manganese deposits and sulphide-dominant Broken Hill-type deposits.

Non-sulphide zinc mineralization at the Michelle Project is of the supergene variety and was likely formed by a combination of direct- and wallrock-replacement.

Supergene non-sulphide zinc deposits typically consist of three parts: a leached iron cap, a zone of in situ oxidized zinc and lead mineralization and an adjacent zone of supergene enriched zinc mineralization. The leached iron cap is characterized by oxidized iron (limonite) and near absence of zinc minerals. It is uppermost in the deposit and is underlain by the zone of in situ oxidation, which comprises oxidized zinc minerals (smithsonite, hemimorphite and/or hydrozincite) with oxidized lead minerals (cerussite and/or anglesite) often encapsulating residual lead sulphide (galena). The supergene enrichment zone(s) occur on the periphery of the oxidized zone, where secondary zinc minerals are precipitated through buffering reactions between circulating metal-bearing groundwater and the carbonate wallrocks.

As previously stated, climate is important in the formation of supergene non-sulphide zinc deposits because it partially controls oxidation and metal transport. The most favourable conditions for oxidation are found in arid climates. Arid conditions maximize the quantity of metals available for transport by

supergene solutions by minimizing biogenic activity within the soil, thereby maximizing the oxygen available for sulphide oxidation (Simandl and Paradis, 2008). Dry climates are also associated with low water tables, which prevent premature dilution, dispersion and removal of metals from supergene solutions by contact with barren groundwater (Reichert and Borg, 2008). Suitable conditions for deep oxidation of a pre-existing MVT deposit are currently found in the southern United States and northern Mexico, between latitudes 20 and 40°. Four major deserts (Mojave, Great Basin, Sonoran and Chihuahuan) are located within these latitudes. Based on paleogeographic maps presented by Nelson and Colpron (2007), Yukon would have lain within these latitudes between Late Paleozoic and Early to Mid-Triassic, during which time the Michelle non-sulphide zinc deposit may have formed. If these constraints on the occurrence of deep weathering are correct, then it is probable that the pre-existing Michelle MVT deposit formed during the Devonian-Mississippian Antler Orogeny, not the Cretaceous-Tertiary Laramide Orogeny. The cool, semi-arid conditions present in the Michelle region today may contribute to the preservation of the deposit by limiting the availability of groundwater and by maintaining a deep water table, both of which protect the non-sulphide ore from further dissolution (Reichert and Borg, 2008).

Another important climatic factor that may affect the formation and preservation of supergene non-sulphide zinc deposits is the presence of glaciers. Regions that are not affected by glaciation generally have a higher potential to preserve relatively soft non-sulphide deposits (Simandl and Paradis, 2008). Although the Michelle Project lies within an area that was partially glaciated, it has two main attributes working in its favour. The first is that, because the property was at the very edge of regional glaciation, the ice cover was probably quite thin and locally absent. Hence, most of the deposits have not been deeply eroded. The second, and arguably more significant attribute, is the favourable orientation of the Michelle ore bodies. As stated by Simandl and Paradis (2008), the preservation of non-sulphide deposits through glaciation depends more on the orientation and shape of the ore bodies than on the intensity of glacial scouring. Steeply dipping, rod-shaped deposits with their smallest dimension exposed at surface are far more likely to survive glacial scouring than flat-lying deposits with their largest dimension parallel to the erosion surface. In some instances (such as at the Michelle property) weak glaciation can benefit exploration by causing small-scale dispersion of non-sulphide ore fragments from steeply dipping ore bodies (Simandl and Paradis, 2008), which otherwise may have remained hidden under a mantle of unmineralized carbonate talus.

Mineralization at the Michelle Project is atypical of MVT and non-sulphide zinc deposits because it contains many high silver, gallium, bismuth, nickel and molybdenum values. Limited data also indicates local enrichment of germanium, indium, copper and vanadium. The silver to lead ratios are highly variable but are often uncommonly high. These characteristics of the Michelle mineralization (particularly the elevated silver, gallium and bismuth) suggest a relatively high temperature of formation. The nearest pluton lies 50 km southwest of the property and belongs to the Mid-Cretaceous Tombstone Suite. If the timing of formation for the Michelle mineralization is correct, then the emplacement of these plutons would post-date formation of the deposit, leaving a heat source unexplained.

Nick-Style Mineralization

Cursory work on the Michelle Project has identified clusters of strongly anomalous nickel-zinc±molybdenum±vanadium values, which lie along air photo linears. Although some of these clusters overlap with areas of zinc±lead±silver mineralization, others are distinct. The nickel-molybdenum enriched linears may represent feeder structures to eroded Nick-style mineralization. The Civic, OT and

Peak showings all contain coincident strongly anomalous values for vanadium, nickel, molybdenum and moderately to strongly anomalous values for zinc.

Stratiform Nick-style mineralization is found within continental platform sedimentary sequences and successor basins. Black shale is the most common host, but associated limestone, dolomitic limestone, calcareous shale, and siliceous dolomite are also known to contain Nick-style horizons. Mineralization typically forms as thin beds (0 to 15 cm thick, locally up to 30 cm thick) covering broad lateral areas – sometimes over tens of kilometres across (Lefebure, 1994). In Yukon, most known Nick-style horizons are near the contact between the Road River and Earn groups. On the Michelle Project, the Earn and Road River groups have been eroded from the stratigraphic section; but the feeder structures would remain in the underlying Bouvette Formation carbonate rocks. The closest known showing of Nick-style mineralization is at the Rein occurrence (Minfile 116 B 239), which is located 38 km southwest of the property.

The nickel-bearing mineralization may also be related to karst settings where the upwelling fluids occupy cavities within the carbonate rocks and create carbonate breccias containing nickel oxides with bitumen gangue (Carne and Dean, 1974).

9 Exploration

Since 2006, three companies have performed work on the Michelle Project: Strategic Metals, Zinccorp and Silver Range. All of this work, with the exception of the 2009 and 2010 Zinccorp programs, has been managed by Archer Cathro. Expenditures of \$130,194.73 were documented for the 2017 program (Morton, 2018), and the author participated in a site visit that same year.

All hand trenching, soil geochemical surveying, geophysical surveying and aerial photography performed under the supervision of Archer Cathro is discussed in the respective sections below. Geological mapping, prospecting and rock geochemical sampling is discussed under sections 7.2 and 7.3, and the diamond drilling is discussed under section 10. Work performed in 2009 and 2010, which was independent of Archer Cathro, is also discussed in the appropriate sections.

9.1 Silt Sampling

In 1976, the Geological Survey of Canada (“GSC”) collected 16 stream sediment samples from the property, as part of a larger regional survey in central Yukon. Samples were collected at an average density of one sample per 13 km² throughout the 63,000 km² survey area (Goodfellow and Lynch, 1978). One sample, collected from a creek draining the Dynasty Showing, yielded a combined zinc-lead value of 1170 ppm, while another sample from the Gully area returned a combined zinc-lead value of 830 ppm. The remaining samples yielded a subdued response for all elements of interest.

In 2008, Zinccorp collected 100 stream sediment samples from Michelle, in order to provide more detailed coverage than is available from GSC survey data. The majority of the samples collected from the northern portion of the property (Eaton, 2009). Results for combined zinc-lead and silver from the GSC and Zinccorp samples are illustrated thematically on Figures 9 and 10, respectively. The threshold values used for stream sediment samples are listed in Table 6 below, while the analytical techniques used for the 1976 and 2008 samples are described in Section 11.1.

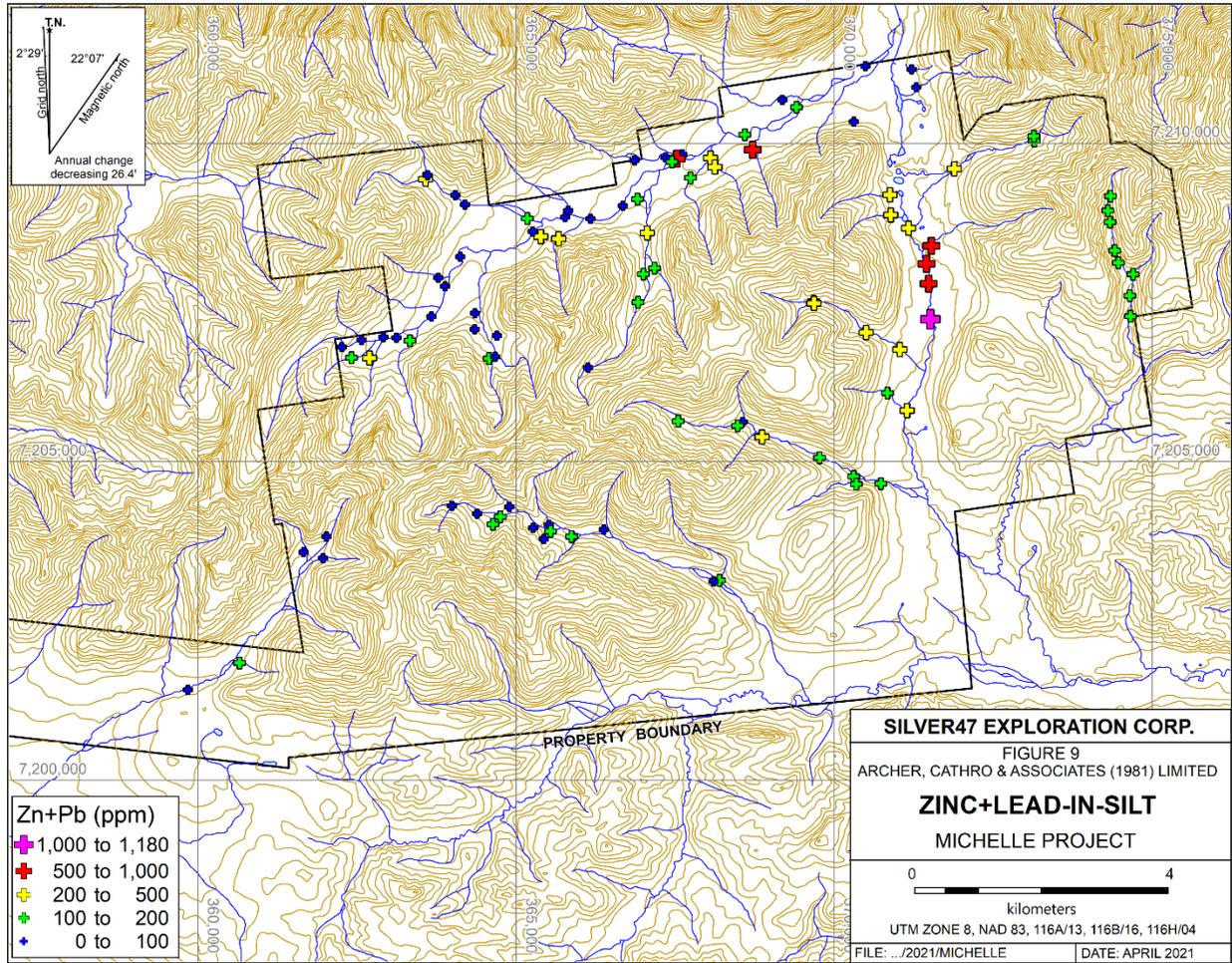


Figure 9: Zinc+Lead Stream Sediment Geochemistry

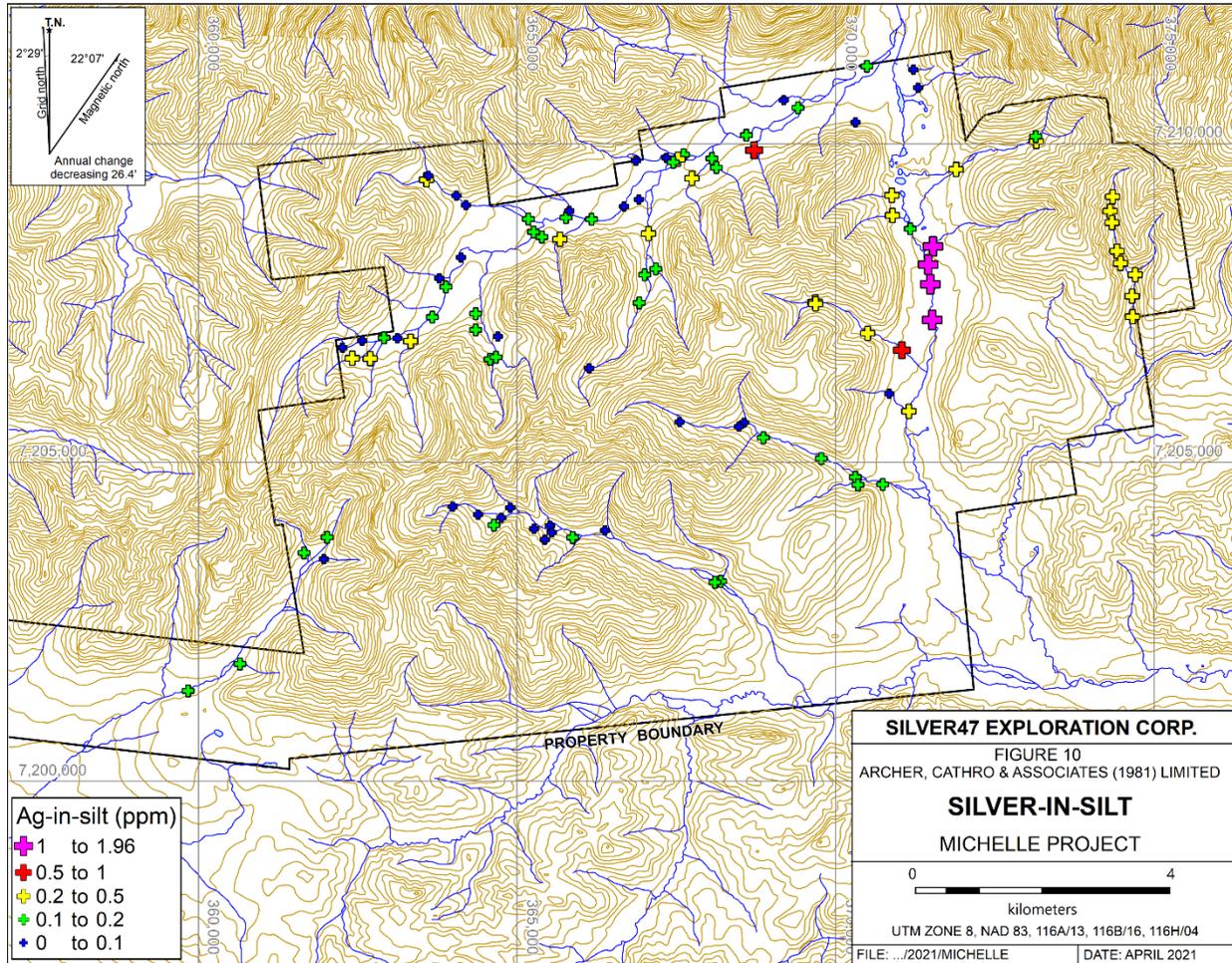


Figure 10: Silver Stream Sediment Geochemistry

Element(s)	Weak	Moderate	Strong	Peak Value
Zinc+Lead	≥ 200 < 500 ppm	≥ 500 < 1000 ppm	≥ 1000 ppm	1180 ppm
Silver	≥ 0.2 < 0.5 ppm	≥ 0.5 < 1.0 ppm	≥ 1.0 ppm	1.96 ppm

Table 6: Thresholds for Stream Sediment Values

Based on the above threshold values, the majority of the stream sediment samples fall within the weakly anomalous category. The strongest combined zinc-lead and silver values are found within a string of samples that were collected from streams draining the Gully Zone. Surprisingly, most values derived from stream sediment samples collected downstream from known showings are relatively low. This is likely due, in part, to buffering of metal-bearing groundwater by the carbonate host rocks, which limits hydromorphic transport. There also appears to be limited mechanical transport of mineralized grains. This is probably due to the soft nature of the mineralization, which results in rapid decomposition to soil that is usually blanketed by a thick layer of coarse, unmineralized talus.

9.2 Soil Sampling

In 2007, Zinccorp collected 424 soil samples from the property. The majority of those samples were taken from a series of contour lines established in the vicinity of the Cirque and Gully zones. Two of these lines were extended into adjacent valleys to test for more widespread mineralization.

In 2008, Zinccorp collected 680 contour soil samples. This soil sampling was confined to areas in the eastern half of the Project.

In 2014, Strategic Metals collected 28 soil samples in the area of the Silver Matt Showing. The different analytical techniques for each of the above programs is described in Section 11.1.

Almost all of the soil sampling has concentrated on areas in the eastern half of the Project. Twelve of the eighteen showings (Gully, Peak, Cirque, Dynasty, Gaynor, Gaz, Blender, Michelle West, Pinpoint, Polar, Us, and Silver Matt) have been tested by widely spaced samples, and none has been sampled in detail. Results for combined zinc-lead and silver are illustrated thematically on Figures 11 and 12, respectively. The threshold values used for soil samples collected on the property are listed in Table 7 below.

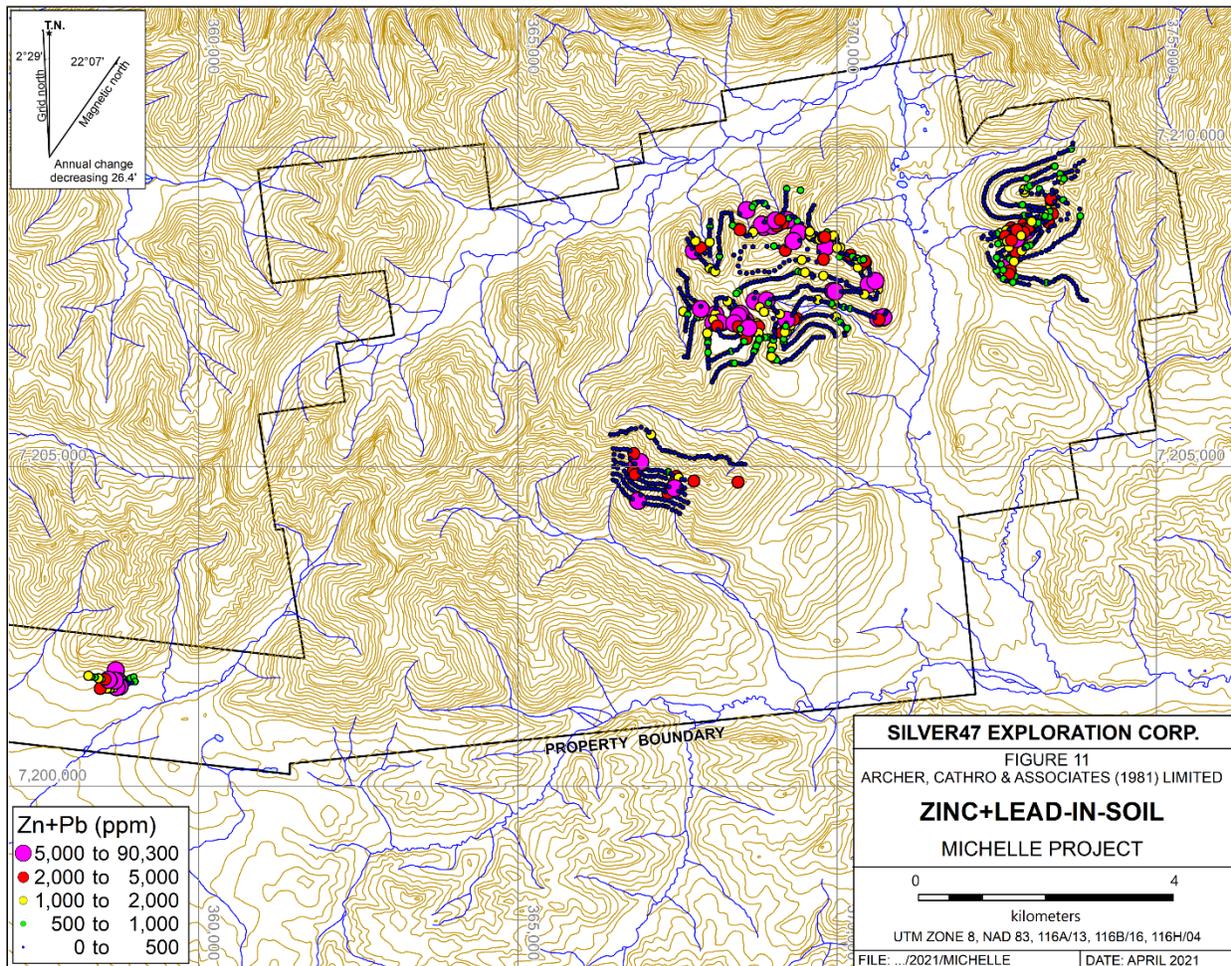


Figure 11: Zinc+Lead Soil Geochemistry

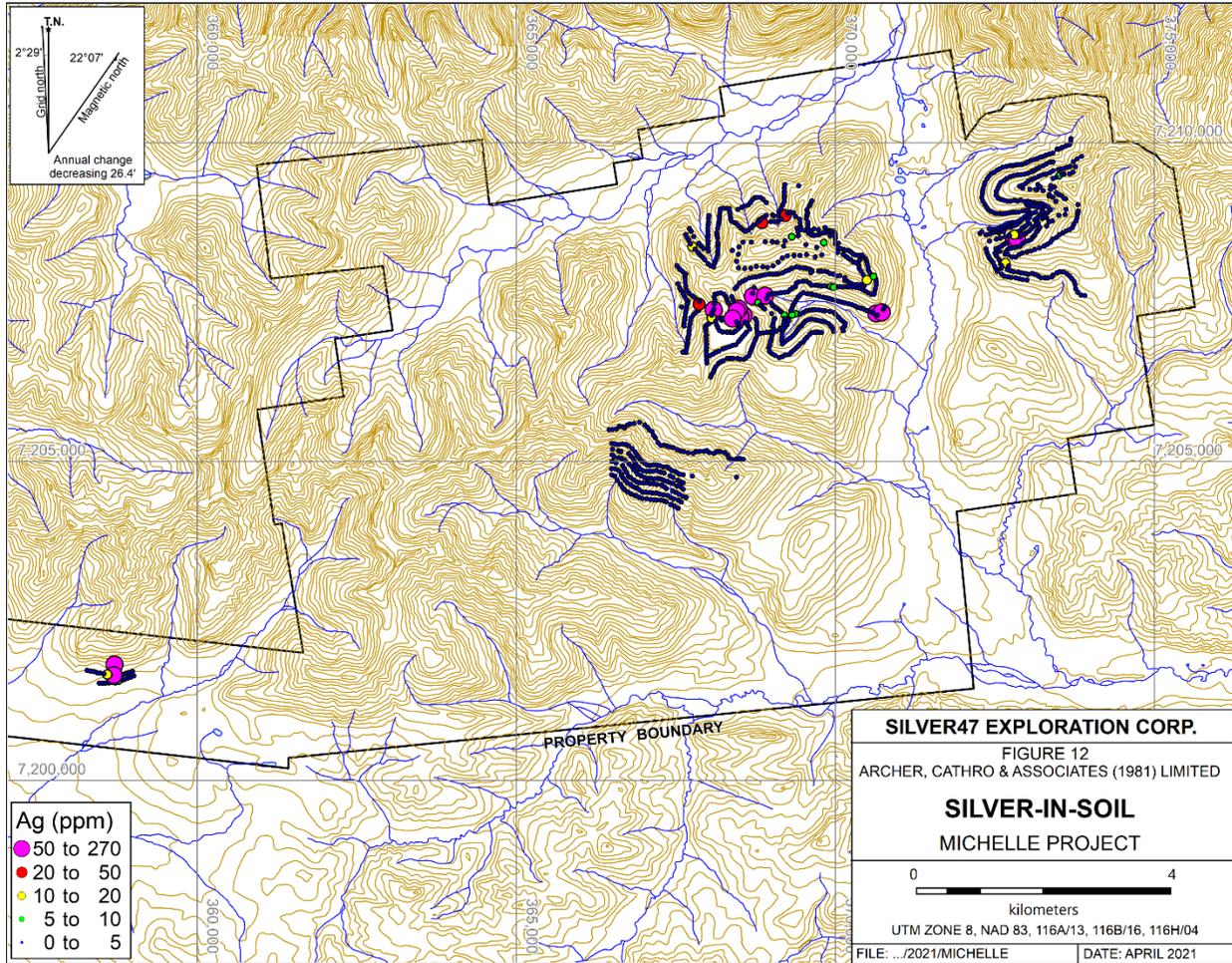


Figure 12: Silver Soil Geochemistry

Element(s)	Weak	Moderate	Strong	Peak Value
Zinc+Lead	≥ 1000 < 2000 ppm	≥ 2000 < 5000 ppm	≥ 5000 ppm	90,300
Silver	≥ 10 < 20 ppm	≥ 20 < 50 ppm	≥ 50 ppm	270

Table 7: Thresholds for Soil Sample Values

In general results from soil samples are much higher than those obtained from stream sediment samples, and most of the anomalous soil samples were collected in the vicinity of known showings or within areas of scattered mineralization. Zinc is the most widely dispersed of the anomalous metals. Particularly strong zinc values are observed through the core of the property near the Peak and Gully zones and near the Polar and Us showings to the south.

Anomalous lead and silver values are limited to the Peak and Gully zones and nearby showings in the centre of the property, and the Silver Matt Showing in the western part of the property. Strongly anomalous gallium values (≥ 20 to 120 ppm), though rare, are present in samples from six of the showings. Elevated gallium values appear to be best correlated with zinc.

Moderately to strongly anomalous nickel values occur at the Dynasty, Michelle West, Polar and Us showings in the central part of the property, while moderately anomalous nickel values are present at the Silver Matt Showing. Copper values are highest near the Dynasty Showing and Peak and Gully zones, while

moderately anomalous values occur at the Polar and Us showings. Strongly anomalous molybdenum-in-soil values are observed in the Dynasty, Peak and Michelle West showings. The antimony-in-soil signature on the Project is interesting because there is a stark contrast between background levels and anomalous values. The Peak and Gully zones and Michelle West, Gaz, Gaynor, Dynasty and Silver Matt showings all host isolated samples or small clusters of strongly anomalous antimony values, while samples from the Polar, Us and Pinpoint showings returned moderately anomalous antimony values. Elsewhere on the property antimony values are background. The highest vanadium-in-soil value (406 ppm) was collected from a contour line at the Peak Showing.

9.3 Gravity Survey

In June 2010, Zinccorp performed an orientation survey over a portion of the Peak Zone, in order to evaluate the effectiveness of the Gravity geophysical method to identify lead-zinc mineralization under cover. This work was performed by Aurora Geosciences Ltd. of Yellowknife, NWT, utilizing a Scintrex CG-5 Gravimeter.

The 2010 survey had a limited budget, and the field work was severely hampered by repeated instrument failures. The survey covered 72 stations, with most of these results collected in one day of successful operations. The results are considered inconclusive (Liverton, Mann and Frizzi, 2010).

9.4 Aerial Photography

In summer 2013, Underhill Geomatics Ltd. ("Underhill") of Whitehorse, YT flew low-level, colour aerial photography over the Michelle Project, on behalf of Strategic Metals. In 2014, Underhill established differential GPS survey points on the property and used that data to orthoreference the air photos. A detailed (two metre contour) topography map was created using the orthoreferenced images.

Following this work, the individual air photos and property-wide orthophoto image were studied and the following observations were made by Burrell (2015):

"Linear features are clearly evident in the Paleozoic carbonates but generally cannot be traced into the Proterozoic unit. The unconformity is easily seen, except where covered by talus. Bedding is locally observed in the Paleozoic carbonates, but it is distinguished from the linear features by its discontinuous nature and flat dips. Individual linear features can be traced over lengths ranging from less than 500 m to more than 5000 m.

The dominant orientation for the linear features is northeasterly, but many secondary linear features are north-trending and a few trend westerly. Some of the stronger linears clearly offset the unconformity between the Paleozoic and Proterozoic rocks. Most show only minor deflection due to topography and, therefore, they are assumed to mark the surface traces of steeply dipping fault structures. Several of the known showings are located along the linears."

9.5 Hand Trenching

In 2015, Strategic Metals excavated ten hand trenches on the Project. Six of the trenches, from the Blender, Gaynor, Nanny, Us, Polar and Silver Matt showings, returned significant results.

In-situ sulphide mineralization was exposed at the Silver Matt Showing (894 g/t silver, 8.09% zinc and 46.92% lead over an estimated true thickness of 1 m) and the Gaynor Showing (370.7 g/t silver, 2.2% zinc and 14.8% lead over 17 m). Two hand trenches at the Polar Showing, located 50 m apart, exposed weakly

mineralized, limonitic crackle breccia and calcite-flooded dolostone. Continuous chip sampling across the floor of the trenches yielded 5.86% zinc over 2 m in one, and 1.59% over 3 m the other. Samples from a trench at the Nanny Showing returned a weighted average grade of 13.08 g/t silver, 4.69% zinc and 0.97% lead over 9 m (Morton, 2016).

In 2017, Silver Range excavated another 13 hand trenches, at the Cirque, Gaynor, Gaz, Prairie Dog and Scorpion showings. Not all of the trenches were sampled, and only four of the trenches yielded significant results. Hand trenching at the Scorpion Showing, directed toward the top of a mineralized float train, exposed galena-bearing rubble. A continuous chip sample along the floor of the trench returned a weighted average grade of 34.53 g/t silver, 3.51% zinc and 8.79% lead over 11 m. A second trench, dug 30 m downhill and along the same float train, exposed mineralized subcrop that yielded an average grade of 2.35 g/t silver, 1.86% zinc and 0.57% lead over 7.5 m. At the Gaz Showing, a single trench cut across a recessive topographic feature and exposed altered dolostone that returned an average grade of 8.64 g/t silver, 1.13% zinc and 0.11% lead over 6 m. Hand trenching at the Gaynor Showing, in close proximity to the 2015 trench, failed to reproduce the strength of the 2015 values. Chip samples in the 2017 hand trench yielded an average grade of 1.44 g/t silver, 0.93% zinc and 0.05% lead over 8 m (Morton, 2018).

Table 8 summarizes significant results from the 2015 and 2017 hand trenching.

Year	Trench Name	Showing/Zone	Interval (m)	Ag (g/t)	Zn (%)	Pb (%)	Zn + Pb (%)
2015	TR-15-F	Silver Matt	2.7 †	894	8.09	46.92	55.01
2015	TR-15-D	Polar	2.0	0.39	5.86	0.049	5.91
2015	TR-15-E	Polar	3.0	0.16	1.59	<0.01	1.60
2015	TR-15-A	Blender	10.0	1.13	1.04	0.31	1.35
2015	TR-15-B	Gaynor	17.0	370.7	2.2	14.8	17.00
2015	TR-15-C	Nanny	9.0	13.08	4.69	0.97	5.66
2017	TR-17-05	Scorpion	11.0	34.53	3.51	8.79	12.30
2017	TR-17-06	Scorpion	7.5	2.35	1.86	0.57	2.43
2017	TR-17-11	Gaynor	8.0	1.44	0.93	0.05	0.98
2017	TR-17-12	Gaz	9.6	12.12	0.82	0.17	0.99

† estimated 1.0 m true width.

Table 8: Significant Hand Trench Results

10 Drilling

To date, three diamond drill programs have been completed on the Michelle property. In 2007, Zinccorp performed a total of 853.12 m of drilling, in seven holes at the Gully Zone. In 2008, Zinccorp completed twenty-five drill holes, totalling 3113.27 m, at the Peak and Gully zones. In 2010, Zinccorp drilled ten holes, totalling 1034 m, near the Blender and Terrier showings and east of the Peak Zone. Location and orientation information for all drill holes are summarized in Table 9 below.

Hole	Zone	Easting(m)	Northing(m)	Elev. (m)	Azimuth	Dip	Length(m)
MCH-07-01	Gully	372817	7208214	1499	270°	45°	99.67
MCH-07-02	Gully	372817	7208214	1499	270°	60°	142.34
MCH-07-03	Gully	372817	7208214	1499	310°	45°	96.62

MCH-07-04	Gully	372744	7208451	1417	000°	60°	130.15
MCH-07-05	Gully	372744	7208451	1417	000°	90°	139.29
MCH-07-06	Gully	372744	7208451	1417	090°	45°	102.72
MCH-07-07	Gully	372744	7208451	1417	090°	70°	142.34
MCH-08-08*	Peak	368384	7207317	1686	178°	50°	93.57
MCH-08-09*	Peak	368380	7207382	1656	178°	45°	41.76
MCH-08-10	Peak	368380	7207382	1656	178°	45°	288.65
MCH-08-11	Peak	368278	7207208	1731	002°	45°	145.39
MCH-08-12	Peak	368278	7207208	1731	002°	67°	128.93
MCH-08-13	Peak	368281	7207288	1721	178°	60°	53.95
MCH-08-14	Peak	368294	7207368	1692	178°	45°	124.06
MCH-08-15	Peak	368199	7207481	1677	178°	45°	245.98
MCH-08-16	Gully	372693	7208351	1440	100°	45°	167.03
MCH-08-717a*	Peak	368189	7207330	1695	178°	45°	17.37
MCH-08-17b	Peak	368189	7207330	1695	178°	50°	127.1
MCH-08-18	Gully	372678	7208229	1458	090°	45°	90.53
MCH-08-19	Gully	372682	7208154	1432	100°	45°	89
MCH-08-20	Gully	372749	7208451	1417	135°	45°	86.87
MCH-08-21	Peak	368189	7207330	1695	178°	72°	130.15
MCH-08-22	Peak	368600	7207133	1664	288°	45°	148.44
MCH-08-23	Gully	372749	7208451	1417	045°	45°	138.69
MCH-08-24	Peak	368600	7207133	1664	288°	58°	197.21
MCH-08-25	Gully	372744	7208512	1375	090°	45°	57
MCH-08-26	Gully	372836	7208594	1356	270°	45°	69.19
MCH-08-27	Gully	372836	7208594	1356	000°	45°	78.33
MCH-08-28	Gully	372836	7208594	1356	000°	90°	53.95
MCH-08-29	Gully	372939	7208584	1378	270°	60°	131.37
MCH-08-30	Gully	372749	7208451	1417	270°	70°	185.02
MCH-08-31	Peak	368384	7207317	1686	178°	45°	133.2
MCH-08-32	Peak	368281	7207288	1721	133°	45°	90.53
MCH-10-01	Blender	369200	7207112	1350	270°	45°	126.49
MCH-10-02	Blender	369200	7207112	1350	90°	55°	126.49
MCH-10-03	Terrier	365193	7207397	1646	86°	45°	76.2
MCH-10-04	Terrier	365193	7207397	1646	86°	80°	57
MCH-10-05	Terrier	365100	7207365	1603	334°	45°	161.54
MCH-10-06	Terrier	365100	7207365	1603	334°	75°	97.54
MCH-10-07	Blender	369200	7207112	1350	002°	45°	91.44
MCH-10-08	Blender	369200	7207112	1350	002°	75°	51.82
MCH-10-09	Blender	369220	7207320	1351	170°	49°	92.96
MCH-10-10	Peak	368585	7207414	1556	155°	45°	152.4

* Hole lost and re-drilled; core was not logged in detail.

Table 9: Diamond Drill Hole Specifications

Drilling in 2007 was completed by Elite Diamond Drilling Inc. of Revelstoke, BC, utilizing a helicopter-portable JKS Super-300, diesel-powered drill equipped with BTW wireline tools. Drilling in 2008 was completed by Elite Diamond Drilling Inc. of Revelstoke, BC and Beaudoin Diamond Drilling Ltd. of Courtney, BC. The work was done with a helicopter-portable JKS Super-300 diesel-powered drill using BTW equipment. Drilling in 2010 was completed by Kluane Drilling Ltd. of Whitehorse, YT, utilizing a helicopter-portable drill of unknown model, equipped with NTW wireline tools. All drill holes were sighted in by compass and some limited downhole surveying was performed in 2008; however, due to freezing groundwater, downhole surveying could not be safely performed, and the holes that were surveyed showed significant deviations in the azimuth. Sampling methods and analytical techniques are described in Section 11.3.

None of the drill core remains on the property. The 2007 and 2008 drill core was transported to Whitehorse, YT, and is currently stored in its entirety at the H.S. Bostock Core Library – a repository maintained by the Yukon Geological Survey. The 2010 core was transported to Eldorado Creek, south of Dawson, and its whereabouts is currently unknown. The author is not aware of any drilling, sampling or recovery factors that could materially impact the accuracy and reliability of the results. Drill collar locations for the Gully and Peak zones are plotted on Figures 13 and 14. Significant results from all drill programs are summarized in Table 10 below.

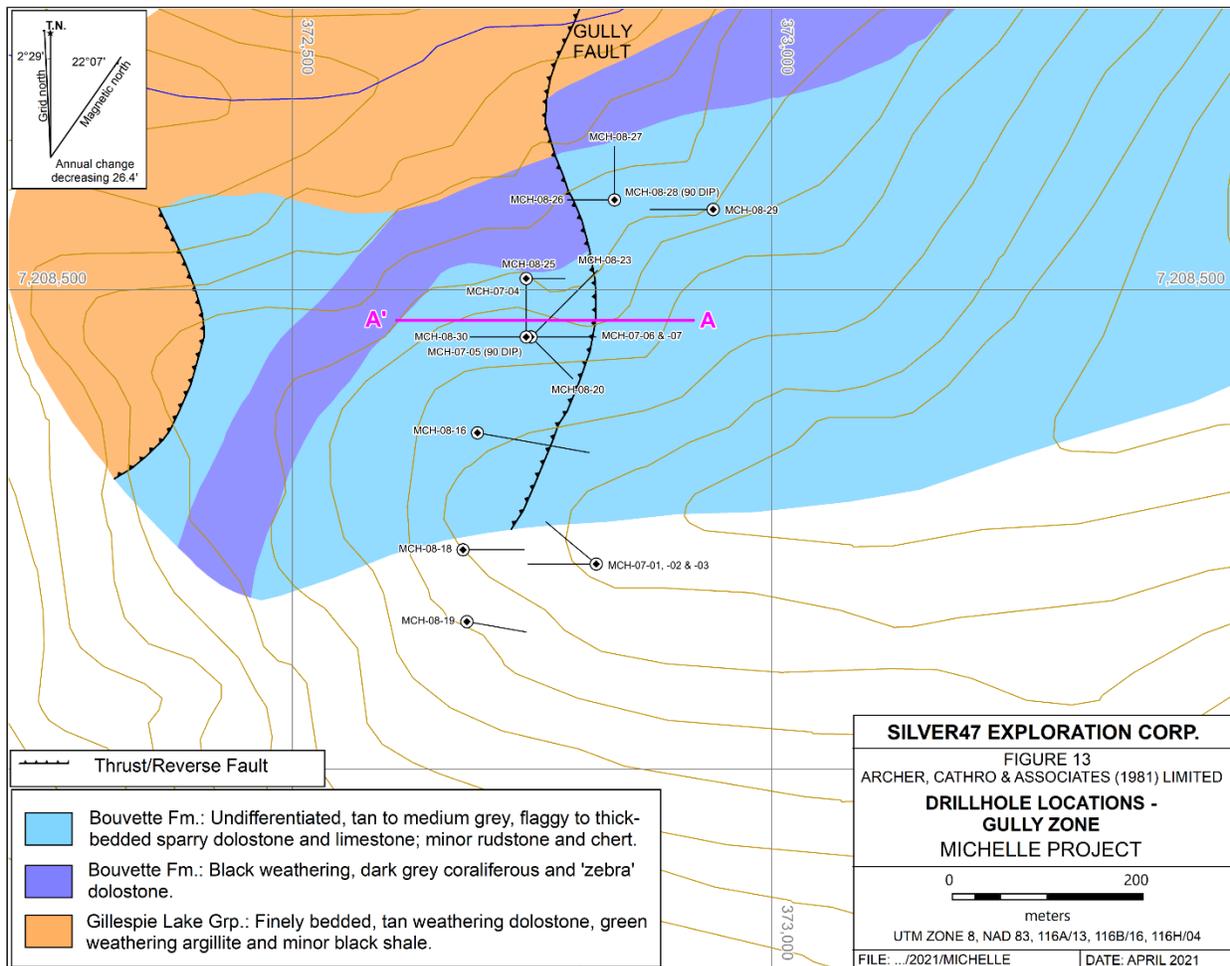


Figure 13: Drill Hole Locations – Gully Zone

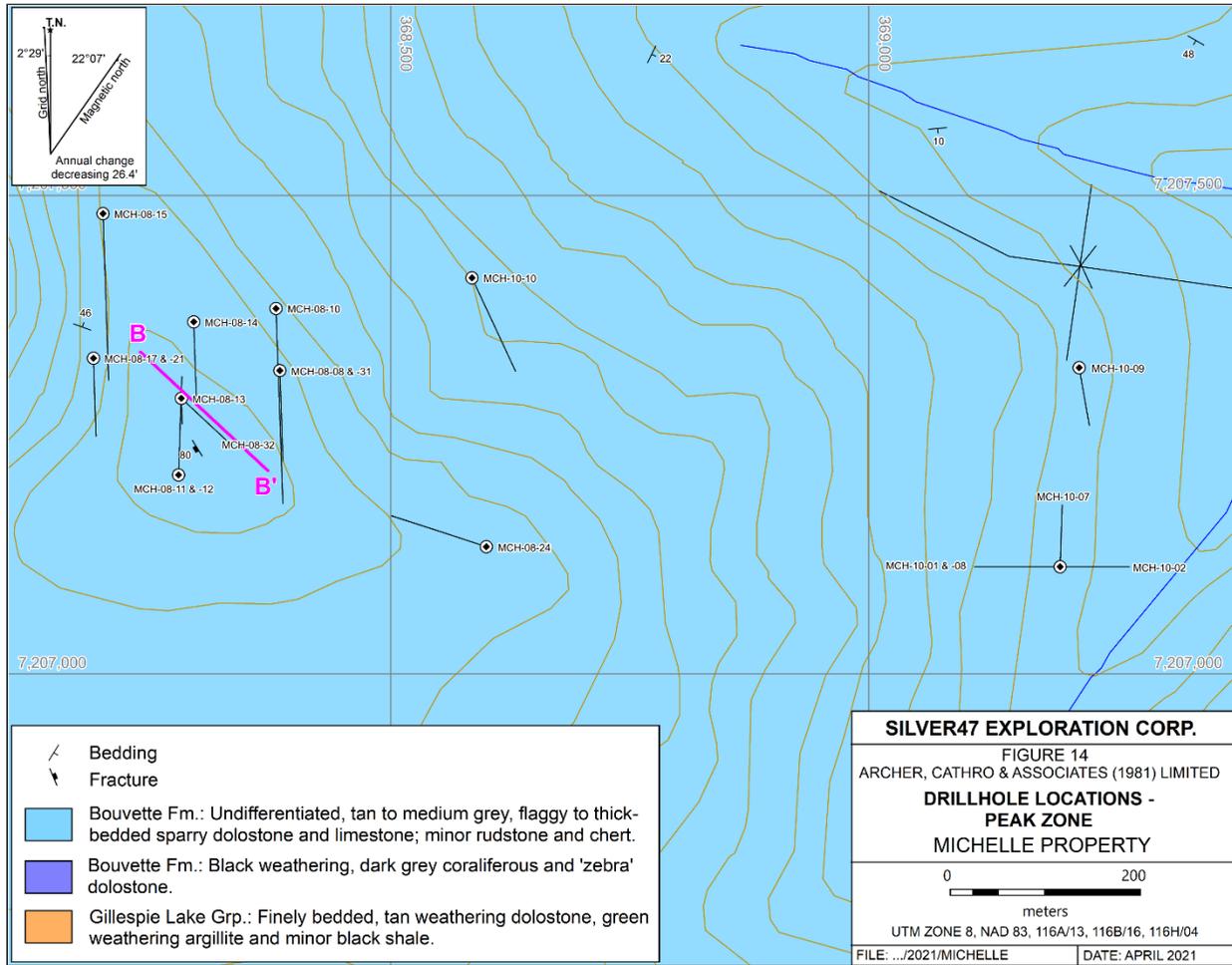


Figure 14: Drill Hole Locations – Peak Zone

Hole	Zone	From (m)	To (m)	Length (m)	Ag (g/t)	Zn (%)	Pb (%)	Zn + Pb (%)
MCH-07-04	Gully	70.35	95.75	25.4	0.3	1.64	0.03	1.67
including		93.57	95.75	2.18	0.9	10.15	0.23	10.38
MCH-07-05	Gully	64.23	65.27	1.04	0.9	1.54	0.01	1.55
		67.13	68.85	1.72	0.3	2.2	0.01	2.21
MCH-07-06	Gully	35.66	53.95	18.29	310	16.75	8.86	25.61
including		45.22	53.16	7.94	511	22.71	17.38	40.09
MCH-07-07	Gully	47.85	57	9.15	2.1	12.62	0.1	12.72
including		49.1	53.3	4.2	2.6	23.98	0.18	24.16
MCH-08-16	Gully	42.6	43.85	1.25	1	1.04	0.06	1.1
		44.78	45.8	1.02	1	1.57	0.07	1.64
MCH-08-20	Gully	26.78	36.18	9.40 †	152	5.36	16.36	21.72
		36.18	39	2.82 †	1	1.94	0.06	2
		40.75	42.19	1.44 †	1	1.04	0.01	1.05
		53.67	60.38	6.71 †	4	15.04	0.07	15.11

including		54.77	58.23	3.46 †	6	27.73	0.13	27.86
MCH-08-23	Gully	54.57	56.34	1.77 †	1	1.92	0.11	2.03
		74.13	75.52	1.39 †	1	1.27	0	1.27
		78.13	107.29	29.16 †	2	1.56	0.02	1.58
including		79.62	80.72	1.10 †	4	4.49	0.97	5.46
MCH-08-26	Gully	17.91	24.37	6.46 †	1	1.03	0.02	1.05
MCH-08-27	Gully	26.39	28.83	2.44 †	1	1.62	0.04	1.66
MCH-08-28	Gully	8.33	10.17	1.84 †	1	1.92	0.01	1.93
		12.37	14.26	1.89 †	1	1.17	0	1.17
		19.87	21.35	1.48 †	3	2.05	0.08	2.13
MCH-08-30	Gully	76.27	77.28	1.01 †	1	1.18	0.01	1.19
		95.54	99.34	3.80 †	1	1.07	0.06	1.13
MCH-08-32	Peak	19.58	21.22	1.64 †	0	1.24	0.05	1.29
		53.43	53.43	24.54 †	347	1.20	3.29	4.49
including		40.04	43	2.96 †	2134	0.55	15.18	15.73
and		50.85	52.43	1.58 †	121	8.10	0.22	8.32
MCH-08-11	Peak	60.05	71.74	11.69 †	60	3.69	0.5	4.19
		82.08	95.39	13.30 †	24	3.31	0.39	3.7
including		85.32	90.67	5.34 †	24	4.79	0.46	5.25
		103.17	113.32	10.15 †	10	3.55	0.08	3.63
		117.96	120.16	2.20 †	1	1.28	0	1.28
		124.6	126.46	1.86 †	1	1.4	0.01	1.41
MCH-08-13	Peak	26.95	29.92	2.97	451	1.59	7.16	8.75
		38.82	42.15	3.33	57	1.46	0.3	1.76
MCH-08-14	Peak	47.44	49.1	1.66	4	1.8	0.04	1.84
		102.05	103.05	1	3	1.78	0.02	1.8
MCH-08-17	Peak	18.92	20.42	1.5	76	2.04	3.13	5.17
		60.1	68.86	8.76	12	2.77	0.21	2.98
MCH-08-21	Peak	9.8	17.32	7.52	52	1.25	6.85	8.1
including		14.4	17.32	2.92	133	0.34	17.58	17.92
		65.69	68.59	2.9	113	1.9	0.8	2.7
MCH-10-09	Blender	79.86	80.47	0.61	3.54	0.50	0.42	0.91

* True widths often cannot be reliably calculated; intercepts marked by † are believed to be less than 90% of the apparent width.

Table 10: Significant Diamond Drill Results

Drill results from the four mineral occurrences – Gully, Peak, Blender and Terrier – are discussed in the appropriate sub-sections below.

10.1 Gully Zone

In 2007, seven drill holes tested for the source of the mineralized float at the Gully Zone. Holes MCH-07-01, -02 and -03 were drilled westward and designed to test for fault-controlled mineralization. The holes

demonstrated that the Gully Fault dips to the west and, as a result, intersected only sparsely mineralized footwall rocks. MCH-07-04, -05, -06 and -07 were drilled from a single pad on the west side of the Gully Zone. They were positioned to test possible fault- and strata-controlled mineralization.

In 2008, eleven more holes were directed toward the Gully Zone, with the objectives of: 1) determining the continuity and grade of the north-striking, moderate west-dipping Gully Fault; and 2) testing for stratabound, shallowly dipping mineralization at or slightly above the unconformity separating Bouvette Formation from underlying Proterozoic-age rocks.

The majority of drill holes intersected Bouvette Formation (CDB and CDB1), laminated to thickly bedded, light to medium grey weathering limestone. The limestone is cut by carbonate-filled veinlets and veins that predate mineralized fracturing and faulting. Cavities are common in carbonate-filled structures where calcite has been leached by groundwater, and are occasionally filled with minor limonite ± trace smithsonite. Weathering and extensive fracturing have resulted in local decomposition of limestone to silt- and sand- size particles. Gillespie Lake Group siltstone (IPG1), encountered in holes (MCH-08-25, -26, -27, -28, -29 and -30), is described as dark grey, banded to massive and saccharoidal, unaltered, limey siltstone.

Several drill holes at the Gully Zone successfully intersected high-grade, structurally controlled mineralization along the west-dipping Gully Fault, as well as stratabound and intercalated, low-grade mineralization near the base of CDB1, where it lies unconformably above IPG1 (Figure 15). The two best intersections were from holes MCH-07-06 and MCH-07-07, which cut directly across the Gully Fault. Hole MCH-07-06 intersected a seven metre wide section of the fault, starting from a depth of 36 m. The hole cut vuggy, dolomitized limestone, with abundant, cavity-filling, boxwork limonite and smithsonite, and a series of galena veins, up to 3 cm wide. Below this, the hole intersected an 11 m wide crackle breccia, with abundant smithsonite and rare residual galena. Assays returned much higher values than were anticipated from visual estimates. An 18.29 m wide interval, starting at 35.66 m, yielded weighted average grades of 309.5 g/t silver, 16.76% zinc and 8.87% lead, including a sub-interval of 510.7 g/t silver, 22.72% zinc and 17.38% lead over 7.94 m. Hole MCH-07-07 intersected the fault zone from a depth of 52 m, which was described as intensely oxidized breccia with fracture-filling boxwork limonite, hosting about 2% smithsonite. A 9.15 m interval, starting from 47.85 m, yielded average grades of 2.1 g/t silver, 12.62% zinc and 0.10% lead, including 2.7 g/t silver, 21.92% zinc and 0.17% lead over 4.85 m. None of the drill holes intersected the Gully Fault below the unconformity. It is therefore uncertain whether or not the mineralization continues into the underlying Gillespie Lake Group siltstone (Eaton, 2009).

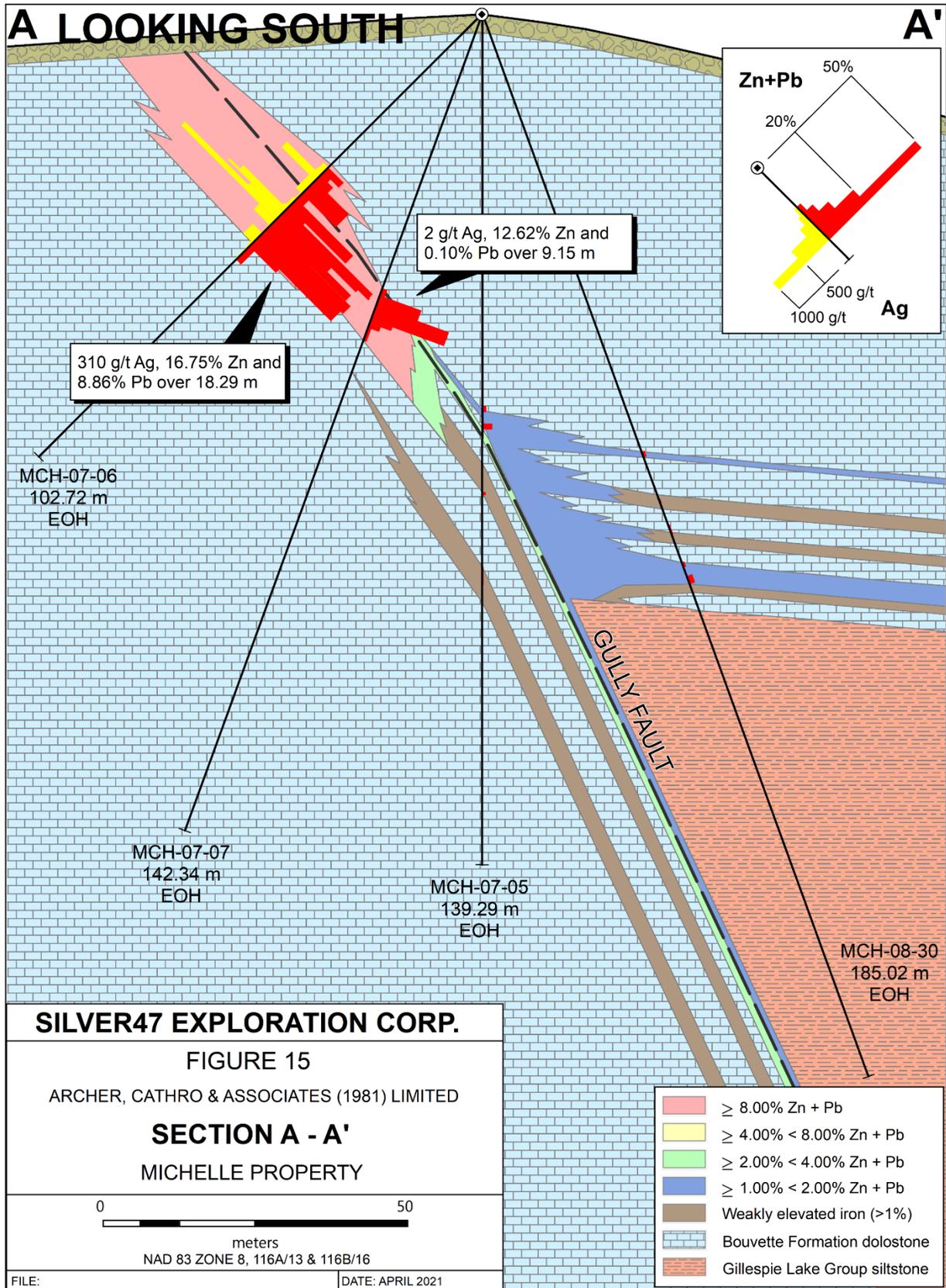


Figure 15: Section A – A' (adapted from Eaton, 2009)

10.2 Peak Zone

In 2008, 15 holes were completed at the Peak Zone, and in 2010, one additional hole was drilled. Drilling in 2008 was mostly performed to test an east-striking, moderately north-dipping, mineralized structure that was inferred by prospecting and geochemical sampling. The first holes were drilled to confirm the suspected strike and dip of the structure, while most the remaining holes were drilled across the structure. Two of the holes (MCH-08-22 and -24), located about 250 m east of the nearest surface exposure of the east-west striking structure, tested two north-striking, steeply dipping faults. These secondary structures are marked at surface by prominent outcrops of massive, dark brown limonite – samples from which returned weak zinc and strong gallium values.

In 2010, a single drill hole at the Peak Zone was collared 280 m to the north of MCH-08-22 and -24. The hole intersected massive, fine grained limestone and dolostone and the vast majority of the core was not sampled.

Drilling at the Peak Zone demonstrated that most of the surface mineralization and geochemical response is derived from two sub-parallel zones that are oriented east-west, with the most northerly zone being the strongest of the two. Both zones are defined by brecciation and secondary oxide and carbonate mineralization, and vary in thickness along strike. Subordinate, north-east striking, steeply dipping structures were also identified through drilling. The exact nature of these zones and structures is poorly understood.

The most significant drill results were obtained from hole MCH-08-32, which was drilled obliquely to the northern-most of the sub-parallel zones (Figure 16). This hole intersected 347 g/t silver, 1.20% zinc and 3.29% lead over a width of 24.54 m, including 2134 g/t silver, 0.55% zinc and 15.18% lead over 2.96 m (Eaton, 2009).

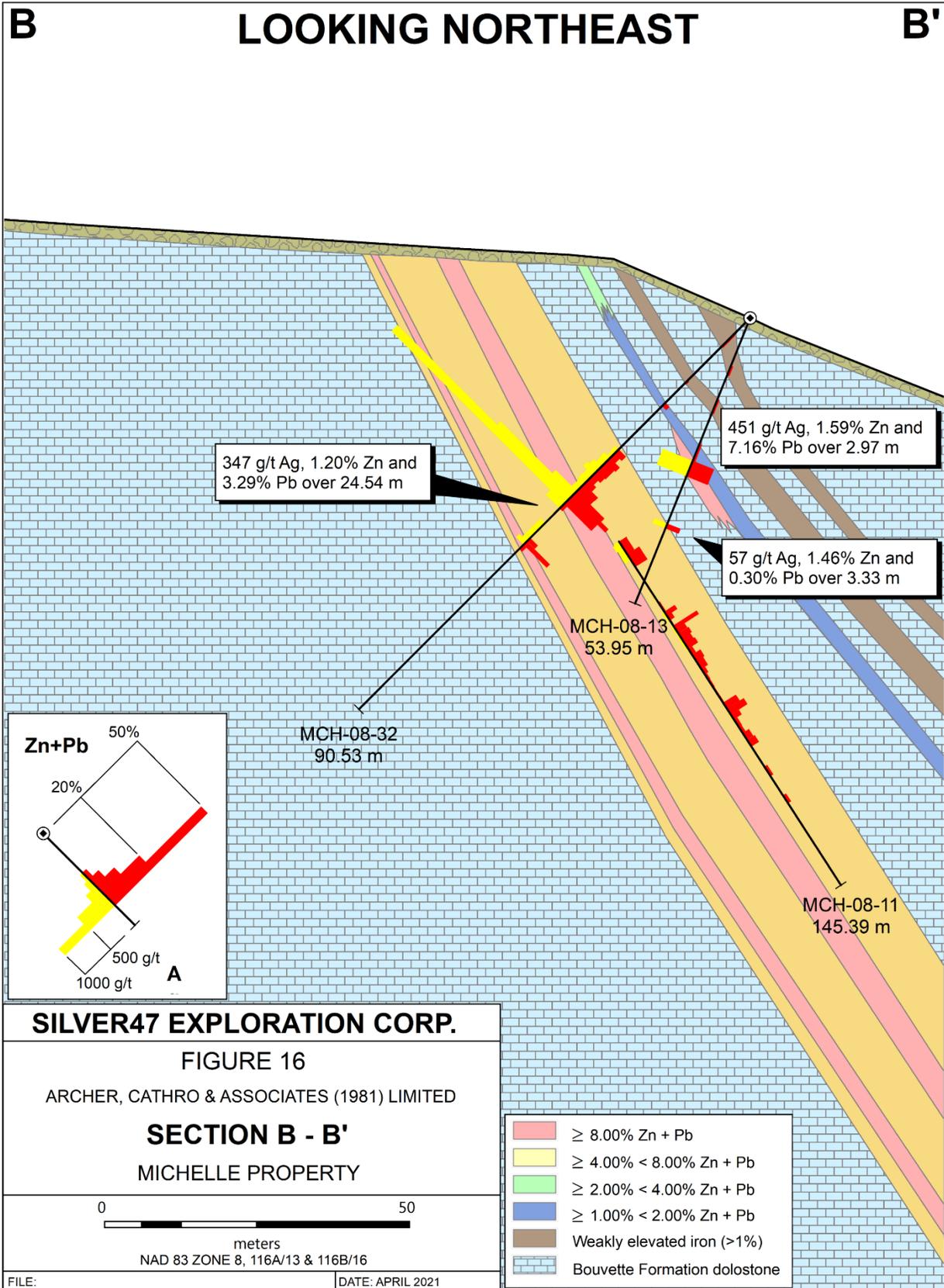


Figure 16: Section B – B' (adapted from Eaton, 2009)

10.3 Blender Showing

In 2010, five drill holes were directed toward the Blender Showing. The target of these holes is uncertain because there are no strong structures in the area, and mineralization observed in talus could have been transported a considerable distance from its source. Four of the holes, (MCH-10-01, -02, -07 and -08) were drilled from a single drill pad, while the fifth (MCH-10-09) was collared 200 m to the north. Hole MCH-10-09 intersected several sections of limestone that had decomposed to silt- and sand- size particles, which were interpreted as karst fillings, as well as sections hosting abundant limonite. This hole yielded the most significant result of the 2010 program: 3.54 g/t silver, 0.50% zinc and 0.42% lead over 0.61 m (Liverton, Mann and Frizzi, 2010).

10.4 Terrier Showing

In 2010, four holes were completed the Terrier Showing. The drill core was selectively assayed based on visual estimates of grade, which likely underestimated the extent of secondary oxide and carbonate mineralization. In addition, all of the drill holes at the Terrier Showing were positioned far to the west of the mineralized structure, and it is likely that they failed to intersect their intended targets. There were no significant drill results from these holes (Liverton, Mann and Frizzi, 2010).

11 Sample Preparation, Analyses and Security

All samples collected from the Michelle Project from 2006 to 2008, and from 2014 to 2017, inclusive, were controlled by employees of Archer Cathro. Sources for the sample information below are: Eaton (2008) for the 2007 geochemical and diamond drill program; Eaton (2009) for the 2008 geochemical and diamond drill program; Burrell (2015) for the 2014 geochemical program; Morton (2016) for the 2015 geochemical program; and Morton (2018) for the 2017 geochemical program.

Sampling procedure and analytical techniques for the 2009 and 2010 programs are sourced from: Mann (2010); and Liverton, Mann and Frizzi (2010).

Sampling procedure and analytical techniques for the GSC stream sediment survey are sourced from Goodfellow and Lynch (1978).

11.1 Stream Sediment and Soil

In 1976 and 1977, the GSC collected stream sediment and water samples from central Yukon at an average density of one sample per 13 km² throughout a 63,000 km² survey area. Samples were air-dried and screened to minus 177 microns, and sent to Chemex Labs in Vancouver, BC (now ALS Limited) (“ALS”) for the analysis of 10 elements via atomic absorption spectroscopy. Tungsten was determined by spectrophotometer, while uranium was determined using a neutron activation method. Fluoride in stream water samples was determined using an ion electrode. Reference and duplicate samples were inserted into batches of 20 sediment samples and used for quality control upon receipt of the analysis.

All soil geochemical samples collected in 2008 and 2009 were taken at 50 to 100 m intervals along topography-controlled contour lines. Stream sediment samples from 2008 were collected at regular intervals in drainages, established using a handheld GPS unit, while soil sample sites were located by means of hip-chain surveys with frequent checks using GPS units. Both were marked with orange flagging tape labelled with the sample number. Soil and stream sediment samples were collected either by hand or using mattocks and were placed into individually pre-numbered kraft paper bags.

The silt and soil samples were sent to an ALS laboratory, where they were dried and screened to minus 180 microns. A 50 g split of the screened fraction was dissolved in a four acid solution and analyzed for 47 elements using a combination of inductively coupled plasma-mass spectroscopy and inductively coupled plasma-atomic emission spectroscopy (ME-MS61). Over limit zinc, lead and silver values were determined using Zn-, Pb- or Ag-OG46.

The 2014 soil samples were collected at 50 m intervals along contour lines. The sample sites were located by means of hip-chain surveys with frequent checks using handheld GPS units, and were marked with orange flagging tape labelled with the sample number. Soil samples were collected using mattocks and were placed into individually pre-numbered kraft paper bags.

The soil samples were sent to ALS, where they were dried and screened to minus 180 microns. A 50 g split of the screened fraction was dissolved in a four acid solution and analyzed for 47 elements using a combination of inductively coupled plasma-mass spectroscopy and inductively coupled plasma-atomic emission spectroscopy (ME-MS61). Over limit zinc, lead and silver values were determined using Zn-, Pb- or Ag-OG46.

11.2 Rocks

In 2008 and 2009, all rock geochemical sample sites on the property were marked with orange flagging tape labelled with the sample number. The location of each sample was determined using a handheld GPS unit.

The rock samples were submitted to an ALS laboratory in North Vancouver, BC, where they were dried and fine crushed to -2 mm. A 250 g split was then pulverized to 75 micron and a portion of this material was digested in a four acid solution before being analyzed for 33 elements by inductively coupled plasma-atomic emission spectroscopy (ME-ICP61a). Over limit zinc, lead and silver values were determined using aqua regia digestion with inductively coupled plasma and either atomic emission spectroscopy or atomic absorption spectroscopy (Zn-, Pb- or Ag-OG46). Samples that exceeded 30% zinc or 20% lead were re-analyzed by wet chemical assay techniques (Zn-VOL50 or Pb-VOL70).

In 2010, samples collected during prospecting and mapping were in all cases from loose rock on surface (felsenmeer) rather than from outcrop. Therefore samples are all grab samples, not measured width. Each sample weighed between 0.4 and 1.3 kg. The sample number was written on flagging tape and wrapped around a rock at each sample site.

Samples were submitted to an ALS laboratory, where they were dried before being weighed and crushed to 70% less than 2 mm, then riffle split to achieve a 250 gram (approximate) sub-sample. The sub-sample was pulverized in a ring and puck pulverizer to 85% less than 75 microns. The sub-sample was then re-homogenized by riffle splitting. Samples were initially analyzed by 48 element four acid near-total digestion and inductively coupled plasma-mass spectroscopy method (ME-MS61) using a one gram subsample. Over limit values for silver, lead or zinc were reanalyzed using the ore grade methods (OG62), with four acid digestion and inductively coupled plasma-atomic emission spectroscopy or atomic absorption finish. Samples that exceeded the OG62 analytical limits were further analyzed by a 30 g fire assay with gravimetric finish for silver (method Ag- GRA21) or by titration methods for lead (method Pb-VOL70).

The 2014 rock geochemical sample sites on the property were marked with orange flagging tape labelled with the sample number. The location of each sample was determined using a handheld GPS unit.

The rock samples were submitted to ALS in North Vancouver, BC where they were dried and fine crushed to -2 mm. A 250 g split was then pulverized to 80 microns and a portion of this material was dissolved in a four acid solution and analyzed for 47 elements using a combination of inductively coupled plasma-mass spectroscopy and inductively coupled plasma-atomic emission spectroscopy (ME-MS61). Over limit zinc, lead and silver values were determined using aqua regia digestion with inductively coupled plasma and either atomic emission spectroscopy or atomic absorption spectroscopy (Zn-, Pb- or Ag-OG46). Samples that exceeded 30% zinc or 20% lead were re-analyzed by wet chemical assay techniques (Zn-VOL50 or Pb-VOL70). Samples that exceeded Ag-OG46 were further analyzed using a gravimetric finish (Ag-GRA21).

In 2015 and 2017, rock sample sites were marked with orange flagging tape labelled with the sample number. The location of each sample was determined using a handheld GPS unit.

Rock sample preparation and multi-element analyses were carried out at ALS laboratories in Whitehorse, YT, and North Vancouver, BC, respectively. Each sample was dried and fine crushed to better than 70% passing 2 mm, and then a 250 g split was pulverized to better than 85% passing 75 microns. The fine fraction was analyzed for 48 elements using an aqua regia digestion followed by inductively coupled plasma combined with mass spectroscopy and atomic emission spectroscopy (ME-MS61). Over limit zinc, lead and silver values were determined using aqua regia digestion with inductively coupled plasma and either atomic emission spectroscopy or atomic absorption spectroscopy (Zn-, Pb- or Ag-OG46).

11.3 Drill Core

All drill collar locations were marked with a 1 m long 4"x4" timber affixed with a metal tag listing the hole number, azimuth, dip and total depth. Survey control was established by handheld GPS.

In 2007 and 2008, core was transported by helicopter from the drill sites to a camp near the Chapman Lake aerodrome. From here, the core was quick logged in camp before being shipped to Whitehorse by truck, where it was processed at the Archer Cathro facility. Once in Whitehorse, core markers were converted from feet to metres, recovery was measured and geological and geotechnical logging was performed. After logging, intervals for geochemical analysis were outlined for sampling and sample intervals were recorded.

Drill holes were selectively sampled and cut in half with a diamond core saw. About 14% of the core was sawn in 2007, and 23% of the core in 2008. Intervals were selected based on the presence of veins, alteration, faults, breccias, and visual estimates of silver-, zinc- and/or lead-bearing minerals. In both programs, once the core was sawn, half of the core was bagged in numbered plastic bags, placed in rice bags, sealed for shipping and sent for analysis. The other half was returned to the core box for future reference. No independent quality assurance and quality control (QAQC) samples were processed with the 2007 core; however, in 2008, blank samples were randomly included in every batch of 20 core samples. For both programs, core samples were shipped to an ALS laboratory in North Vancouver, BC.

In 2007, core samples were analyzed for 34 elements using aqua regia digestion and inductively coupled plasma-atomic emission spectroscopy (ME-ICP41). Samples that exceeded 10,000 ppm lead, 10,000 ppm zinc or 100 g/t silver were re-analyzed using aqua regia digestion with inductively coupled plasma and either atomic emission spectroscopy or atomic absorption spectroscopy (Pb, Zn- or Ag-OG46). Samples

that exceeded 30% zinc or 20% lead were determined using wet chemical assay techniques (Pb-VOL70 and Zn-VOL50). Samples that exceeded 1500 g/t silver were re-analyzed using fire assay and a gravimetric finish (Ag-GRA21).

In 2008, each core sample was analyzed for zinc, lead, silver, gallium and 30 other elements. Analysis for a multi-element package was done by inductively coupled plasma combined with either mass spectroscopy or atomic emission spectroscopy (ME-ICP61a). Over limit zinc, lead and silver values from the ME-ICP61a technique were reanalyzed to obtain full values (Zn-, Pb- and Ag-OG62).

In 2010, core was transported by truck and helicopter to a camp on Eldorado Creek, south of Dawson City, YT. There the core was processed and marked for sampling based on geological features, as well as the use of a Niton portable X-Ray Fluorescence (XRF) Analyzer. Samples were sawn in half, with one half sealed in a plastic sample bag with a numbered tag and the other was returned to the core box. Samples in plastic bags were packed into poly-weave sacks and sealed with nylon zip ties. No independent QAQC samples were processed with the 2010 core.

The 2010 core samples were delivered to the ALS preparation laboratory in Whitehorse, YT, where they were prepared then sent internally to ALS in North Vancouver, BC. Sample preparation for core involved crushing to 70% less than 2 mm. A 250 g split of the crushed material was then pulverized to better than 85% passing 75 microns. Splits were analyzed by 48 element four-acid "near-total" digestion (ME-MS61) using a one gram sub-sample. Over limit zinc, lead and silver values from the ME-ICP61 technique were reanalyzed to obtain full values (Zn-, Pb- and Ag-OG62).

12 Data Verification

The geochemical data was verified by sourcing analytical certificates and digital data. Analytical data quality assurance and quality control was indicated by the favourable reproducibility obtained in laboratory and company inserted blanks in the 2008 drill core. There does not appear to have been any tampering with or contamination of the samples during collection, shipping, analytical preparation or analysis. In the author's opinion, the data provided in this technical report is adequately reliable for its purposes. In 2007 and 2008, the core was logged and sample intervals were outlined by Archer Cathro geologists, directed and supervised by a certified professional geologist. In 2010, the core was processed by geologists working directly for Zinccorp.

The author is of the opinion that the procedures followed are suitable for the geochemical sampling that has been conducted to-date. If drilling is conducted at a future stage, chain of custody and sample security procedures should be put in place. Future standards should be selected to closely match the range of silver, zinc and lead values that are expected, and should include both high grade and low grade material.

13 Mineral Processing and Metallurgical Testing

No metallurgical test work has been conducted on material from the Michelle Project. It is not yet known which mineral process techniques would be applicable for mineralization on the property, nor is it possible to estimate recovery factors at this stage.

14 Mineral Resource Estimates

There has not been sufficient work on the Michelle Project to undertake a resource calculation.

15 Adjacent Properties

There are no properties adjoining the Michelle Project.

16 Other Relevant Data and Information

To the author's knowledge, there is no additional information or explanation necessary to make this technical report understandable and not misleading.

17 Interpretation and Conclusions

The Michelle Project lies within the Mackenzie Platform, a tectonic element that hosts a number of silver±zinc±lead MVT deposits. Some of the deposits such as Gayna and Goz are mainly comprised of zinc, but others such as Prairie Creek and Blende contain substantial quantities of lead and silver as well. Most of these deposits are located in glaciated terranes, and while some exhibit intense near-surface oxidation, none contains as much non-sulphide zinc as Michelle.

Reconnaissance-scale exploration on the Project has identified a large mineralized system that hosts at least 23 non-sulphide and sulphide silver±zinc±lead occurrences. Drilling at the Gully and Peak zones have demonstrated grade continuity to depth.

The first discovery on the Project was made in 1974, but little exploration was conducted over the ensuing 30 years. The majority of work has taken place from 2007 to present, and has consisted of: stream sediment and soil geochemical surveying, geological mapping, prospecting, hand trenching, aerial photography and 5000 m of diamond drilling in 42 holes. Diamond drilling has been exclusively directed toward the Gully, Peak, Blender and Terrier occurrences, with the vast majority of the work conducted at the Gully and Peak Zones.

Mineral occurrences on the Project are hosted in grey weathering sparry dolostone of the Paleozoic Bouvette Formation, which unconformably overlies predominantly clastic sedimentary rocks of the Proterozoic, Quartet and Gillespie Lake groups. Mineralization consists almost exclusively of cavity-, fracture- and/or breccia-hosted, secondary oxide and carbonate minerals, predominantly limonite and smithsonite. In hand specimens, it is often difficult to determine relative percentages of the secondary minerals and, as such, visible grade estimates are unreliable. Residual galena, with cerussite or anglesite envelopes, is present in some showings. Relatively unoxidized sulphide mineralization (consisting of nearly massive sphalerite, galena and pyrite with coatings of hydrozincite) has only been observed in three locations (Dynasty, Silver Matt and Husky showings).

Much of the mineralization can be categorized as Mississippi Valley Type, but the metal signatures of some showings (high silver, bismuth and gallium) are more indicative of higher temperature, vein, manto or carbonate-replacement deposits. Localized concentrations of nickel, molybdenum and vanadium are also unexpected in typical MVT deposits and suggest that two types of mineralizing systems may be overprinted on each other. Although most of the mineral showings and zones appear to be hosted in steeply

dipping structures that trend northeasterly, some stratabound mineralization has been observed, notably at the Civic, Boxer and Gataga showings and the Gully Zone.

Diamond drilling highlights include: 310 g/t silver, 16.75% zinc and 8.86% lead over 18.29 m (Gully Zone); 21 g/t silver, 12.62% zinc and 0.10% lead over 9.15 m (Gully Zone); and, 2134 g/t silver, 0.55% zinc and 15.18% lead (Peak Zone).

Only a small fraction of the Michelle Project has been systematically prospected, mapped and geochemically sampled. Rock sampling and diamond drilling have only partially delineated the areas of mineralization, but have identified significant areas of high-grade mineralization. Hand trenching at some of the showings on the property have yielded strong results, including: 894 g/t silver, 8.09% zinc and 46.92% over 2.8 m (1.0 m true width) (Silver Matt Showing); 370.7 g/t silver, 2.2% zinc and 14.8% lead over 17 m (Gaynor Showing); and, 13.08 g/t silver, 4.69% zinc and 0.97% lead over 9 m (Nanny Showing). Soil geochemical sampling has concentrated on areas in the eastern half of the Project, and the vast majority of the property has not been evaluated.

The Project constitutes a property of merit based on the favourable geologic setting, the high-grade and widespread nature of mineralization and the presence of multiple untested geochemical targets.

The Michelle Project is at an early stage of exploration, and as such considered a high risk. The above interpretations and the following recommendations for work are based on the results of geochemical surveys, which are subject to a wide range of interpretation, with only limited trenching and diamond drilling.

18 Recommendations

A contingent, two-phase exploration program is recommended to follow up significant silver±zinc±lead showings and soil geochemical anomalies, with a Phase 1 program consisting of additional soil geochemistry, detailed mapping, prospecting and hand trenching with a budget of \$165,000. Contingent on results from Phase 1, a 900 m Phase 2 reverse-circulation (RC) drill program with a \$355,000 budget is proposed, in order to follow up results from Phase 1 and earlier work programs. The work programs are outlined below.

The three principal goals of the Phase 1 program are to evaluate several silver-lead-zinc targets on the property by: 1) characterizing each target in terms of grade, size and geometry; 2) developing a drill proposal for each of the targets, if warranted; and 3) ranking each target for drilling priority. The program is designed as a series of temporary, self-contained, helicopter-portable camps to take place over a period of approximately one month.

Mapping, prospecting and hand trenching are specifically recommended in order to follow up: the 2015 hand trench at the Silver Matt showing; the 2015 hand trenches at the Polar Showing; the 2017 hand trenches at the Scorpion Showing; the potential for strike extension along the Gully Fault, south of the mineralized 2007 and 2008 drill intercepts; the 2015 and 2017 hand trenches at the Gaynor Showing; the 2015 hand trench at the Nanny Showing; and widespread mineralized talus observed at the Boxer Showing, which has seen very limited work to date.

If RC drilling is conducted, additional Certified Reference Materials (“CRM”) should be obtained that have certified results for silver, zinc and lead close to the range of values expected in mineralized areas. CRMs

should include high grade and low grade values to test the laboratory across all anticipated ranges of values.

18.1 Budget

Based on the above recommendations, the following contingent two phase exploration program with corresponding budget is proposed. Phase 2 is entirely contingent on results from Phase 1.

Phase 1

Phase 2

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20 Certificate of Qualifying Person

I, Jackson Morton, P.Ge., of Vancouver, British Columbia, do hereby certify that:

1. I am currently employed as a Senior Geologist with Archer, Cathro & Associates (1981) Limited, with an office at 1016-510 West Hastings Street, Vancouver, V6B 1L8.
2. This certificate applies to the Technical Report titled “Technical Report on the Michelle Property, Yukon, Canada” with an effective date of April 30, 2021 (the “Technical Report”) prepared for Silver47 Exploration Corp. (“the Issuer”).
3. I graduated from the Simon Fraser University in Burnaby, British Columbia, Canada in 2013 with a B.Sc. in Earth Science. I am a member in good standing of the Association of Professional Engineers and Geoscientists of the Province of British Columbia (License Number 45807). I have practiced my profession continuously since 2013 and have relevant experience in mineral exploration for precious, base and specialty metals.
4. I have read National Instrument 43-101 – Standard of Disclosure for Mineral Projects (“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 have visited the subject property of this report, most recently from June 23rd to 29th, 2017.
6. I am responsible for all sections of the Technical Report.
7. I am independent of the Issuer and related companies applying all of the tests in Section 1.5 of NI 43-101.
8. I have had prior involvement with the property. I supervised fieldwork programs in 2015 and 2017.
9. I have read NI 43-101 and the Technical Report has been prepared in compliance with NI 43-101 and Form 43-101F1.
10. As of the effective date of the Technical Report and the date of this certificate, to the best of my knowledge, information and belief, this Technical Report contains all scientific and technical information that is required to be disclosed to make the Technical Report not misleading.

Effective Date: April 30, 2021

Signing Date: April 30, 2021

(Signed) “Jackson Morton”

[Sealed]

Jackson Morton, P.Ge.

The signed and sealed copy of this Certificate page has been delivered to Silver47 Exploration Corp.