No securities regulatory authority has expressed an opinion about these securities and it is an offense to claim otherwise. This prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons authorized to sell such securities. Any representation to the contrary is an offence. The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to U.S. persons.

PROSPECTUS

New Issue **December 18, 2009**

NEMASKA EXPLORATION INC.

Minimum Offering: $3,761,000 (the "Minimum Offering")
Maximum Offering: $7,999,760 (the "Maximum Offering")
A minimum of 2,511 A Units and 2,500 B Units
A maximum of 4,000 A Units, 5,092 B Units and 649 C Units
at a price of $1,000 per A Unit, $500 per B Unit and $2,240 per C Unit

This prospectus qualifies the distribution, by NEMASKA EXPLORATION INC. (the "Corporation"), through its agent, CTI Capital Securities Inc. (the "Agent"), on a best efforts basis, in the Selling Jurisdictions (as hereinafter defined), of a minimum of $3,761,000 or 2,511 A Units at a price of $1,000 per A Unit and of 2,500 B Units at a price of $500 per B Unit and a maximum of $7,999,760 or 4,000 A Units at a price of $1,000 per A Unit, 5,092 B Units at a price of $500 per B Unit and a maximum of 649 C Units at a price of $2,240 per C Unit (the "Offering"). A minimum subscription of $150,000 in C Units is required from any Purchaser (as hereinafter defined) thereof. Each A Unit consists of 1,250 common shares in the capital of the Corporation to be issued as flow-through shares within the meaning of the *Income Tax Act* (Canada) (the "Flow-Through Shares") at a price of $0.64 per Flow-Through Share, 400 common shares in the capital of the Corporation (the "Common Shares") at a price of $0.50 per Common Share and 825 common share purchase warrants. Each B Unit consists of 1,000 Common Shares at a price of $0.50 per Common Share and 1,000 common share purchase warrants. Each C Unit consists of 3,500 Flow-Through Shares and 1,750 common share purchase warrants. The Corporation may sell the C Units by way of a private placement at the same price and conditions as those expressed in this Prospectus and concurrently with the Offering. However, the number of C Units distributed either by way of this Prospectus or by way of a private placement or a combination of both will not exceed the Maximum Offering of the C Units. In connection with the private placement of C Units, the Corporation may pay a finder's fee of up to 8% of the gross proceeds of such placement and issue compensation options for up to 10% of the number of C Units sold. For such C Units sold by way of a private placement, the Agent will not receive any cash payment nor any Broker Warrants (as hereinafter defined). All the securities to be issued in connection with the proposed private placement will not be qualified by this Prospectus. The A Units, B Units and C Units are sometimes collectively referred to herein as the "Units". The common share purchase warrants comprised in the Units are collectively referred to herein as the "Warrants". Each Warrant entitles its holder to purchase one Common Share at a price of $0.80 at any time prior to 5:00 p.m. (Montreal time) on the date that is 24 months following the Closing Date (as hereinafter defined) (the "Warrant Expiry Date"). The offering price of the Units (the "Offering Price") has been determined by negotiation between the Corporation and the Agent. The Corporation may accelerate the Warrant Expiry Date if, before the Warrant Expiry Date and at any time commencing the 20th trading day following the Closing Date, the trading price of the Common Shares listed on the TSX Venture Exchange (the "TSXV") is equal to or above $1.20 for a period of 20 consecutive trading days. See "Description of the Securities Distributed" for additional details about the acceleration provisions.

Price: $1,000 per A Unit
$500 per B Unit
$2,240 per C Unit

	Number of Units	Offering Price	Agent's Commission(1)(2) (3)	Net Proceeds to the Corporation(4)
Per A Unit	1	$1,000	$80	$920
Per B Unit	1	$500	$40	$460
Per C Unit(5)	1	$2,240	$179.20	$2,060.80
Minimum Offering	2,511 A Units 2,500 B Units	$3,761,000	$300,880	$3,460,120
Maximum Offering	4,000 A Units 5,092 B Units 649 C Units	$7,999,760	$639,980.80	$7,359,779.20

Notes:

1. In consideration for the services rendered by the Agent in connection with the Offering, the Corporation has agreed to pay the Agent a cash commission equal to 8% of the gross proceeds of the Offering. The Corporation has agreed to pay to the Agent a non-refundable corporate finance fee of $50,000. 50%

of this corporate finance fee has been paid to the Agent upon the signature of a letter of engagement dated November 17, 2009, between the Agent and the Corporation, and the balance will be paid to the Agent at the Closing Date. See “Plan of Distribution”.

2. The Corporation has agreed to grant the Agent warrants (the “Broker Warrants”) that will entitle the Agent to purchase that number of Common Shares equal to 10% of the total number of Common Shares comprised in A Units and B Units sold pursuant to the Offering at a price of $0.50 per Common Share and 10% of the total number of Flow-Through Shares comprised in A Units and C Units sold pursuant to the Offering at a price of $0.64 per Common Share (664,315) Broker Warrants in the case of the Minimum Offering and 1,396,350 Broker Warrants in the case of the Maximum Offering) for a period of 24 months following the Closing Date. The Broker Warrants and the Common Shares issuable upon exercise of the Broker Warrants are qualified for distribution under this Prospectus. See “Plan of Distribution”.

3. Ansacha Capital Inc. (“Ansacha”) will not receive any intermediation fees in the course of this Offering, except monthly fees. For more details, see “Plan of Distribution”. Linx Inc. (“Linx”) will receive finder’s fees if Linx introduces investors to the Corporation in the course of the Offering. Such finder’s fees will amount to 2% of the gross proceeds raised pursuant to the Offering. For more details, see “Plan of Distribution”.

4. After deducting the Agent’s cash commission, but before deducting expenses of the Offering which are estimated to be $300,000 and the $50,000 non-refundable corporate finance fees payable to the Agent. See “Use of Proceeds”.

Neither Ansacha nor Linx have been involved in the preparation of this Prospectus or performed any review or independent due diligence of the contents of this Prospectus.

Agent’s Position	Maximum Size or Number of Securities Available	Exercise Period	Exercise Price
Broker Warrants	1,396,350 Broker Warrants (assuming the Maximum Offering is subscribed)	24 months following the Closing Date	669,200 Common Shares at a price of $0.50 727,150 Common Shares at a price of $0.64

The Purchasers will experience immediate dilution of control for the amount of their investment due to prior sales made by the Corporation. In case of the Minimum Offering, said dilution of control will be of 66% per Common Share. In case of the Maximum Offering, said dilution of control will be of 54% per Common Share.

In the case of the Minimum Offering, the Purchasers will be contributing to 66.30% equity of the Corporation, compared to 22.16% ownership of the Corporation they will be receiving. In the case of the Maximum Offering, the Purchasers will be contributing to 78.41% of equity of the Corporation, compared to 38.37% ownership of the Corporation they will be receiving.

As at the date of this Prospectus, the Corporation does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, a U.S. marketplace, or a marketplace outside Canada and the United States of America other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc.

The Corporation is not a related or connected issuer (as such terms are defined in *Regulation 33-105 respecting Underwriting Conflicts*) to the Agent. See “Relationship between the Corporation and the Agent”.

The TSXV has conditionally accepted the listing of the Common Shares, the Common Shares comprised in the Units, the Common Shares to be issued upon exercise of the Warrants and the Common Shares to be issued upon exercise of the Broker Warrants. Listing will be subject to the Corporation fulfilling all the listing requirements of the TSXV.

AN INVESTMENT IN UNITS SHOULD BE CONSIDERED HIGHLY SPECULATIVE DUE TO THE NATURE OF THE CORPORATION’S BUSINESS, ITS PRESENT STAGE OF DEVELOPMENT AND OTHER RISK FACTORS. AN INVESTMENT IN MINING EXPLORATION CORPORATIONS INVOLVES A SIGNIFICANT DEGREE OF RISK. THE DEGREE OF RISK INCREASES SUBSTANTIALLY WHERE THE CORPORATION’S PROPERTY IS IN THE EXPLORATION STAGE AS OPPOSED TO THE DEVELOPMENT STAGE. THE PROPERTIES OF THE CORPORATION ARE AT THE EXPLORATION STAGE AND ARE WITHOUT A KNOWN BODY OF COMMERCIAL ORE. THE PROPOSED EXPLORATION PROGRAMS ARE FOR EXPLORATORY SEARCHES FOR ORE. INVESTORS SHOULD NOT INVEST ANY FUNDS IN THIS OFFERING UNLESS THEY CAN AFFORD TO LOSE THEIR ENTIRE INVESTMENT. INVESTORS MUST BE WILLING TO RELY ON THE ABILITY, EXPERTISE, JUDGMENT AND DISCRETION OF THE MANAGEMENT OF THE CORPORATION. THERE IS NO MARKET THROUGH WHICH THESE SECURITIES MAY BE SOLD AND PURCHASERS MAY NOT BE ABLE TO RESELL SECURITIES PURCHASED UNDER THIS PROSPECTUS. THIS MAY AFFECT THE PRICING OF THE SECURITIES IN THE SECONDARY MARKET, THE TRANSPARENCY AND AVAILABILITY OF TRADING PRICES, THE LIQUIDITY OF THE SECURITIES, AND THE EXTENT OF CORPORATION REGULATION. SEE “RISK FACTORS”.

This Offering is made on a best efforts basis by the Agent which conditionally offers the Units, in accordance with the terms and conditions contained in the Agency Agreement (as hereinafter defined) and the Offering is also subject to the approval of certain legal matters by Stein Monast L.L.P., on behalf of the Corporation, and by Heenan Blaikie, LLP, on behalf of the Agent. Subscriptions for Units will be received subject to rejection or allotment in whole or in part and, subject to raising the Minimum Offering, the right is reserved to close the subscription books at any time without notice. If the Minimum Offering is raised, it is expected that the initial closing of the Offering will take place on or about December 31, 2009, or such later date for the B Units as the Corporation and the Agent may agree, provided that subsequent closings for the B Units may occur up and until the maximum Offering is achieved for B Units or March 18, 2010, whichever comes first. If the Minimum Offering is not raised on or before December 31, 2009, all funds held in trust by the Agent will be returned to the Purchasers (as hereinafter defined) without any deductions. See “Plan of Distribution”. One or more certificates representing the Common Shares, the Flow-Through

Shares and the Warrants sold under the Offering will be issued in registered form to CDS Clearing and Depository Services Inc. ("CDS") or its nominees on the Closing Date of the Offering. Transfers of ownership of Common Shares, Flow-Through Shares and Warrants in Canada will be effected through records maintained by participants in the CDS depository service ("CDS Participants"), which include securities brokers and dealers, banks and trust companies. Indirect access to the CDS book entry system is also available to other institutions that maintain custodial relationships with a CDS Participant, either directly of indirectly. Each Purchaser (as hereinafter defined) in Canada will receive a customer confirmation of purchase from the CDS Participant from or through which the Common Shares, Flow-Through Shares and Warrants are purchased in accordance with the practices and procedures of such CDS Participant.

CTI Capital Securities Inc.
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Telephone: 514-861-3500
Facsimile: 514-861-3230

TABLE OF CONTENTS

IMPORTANT INFORMATION

This Prospectus includes references to trade names of companies other than the Corporation. These trade names are the properties of their respective owners.

Please refer to the "Glossary of Terms" for a list of defined general and technical terms used in this Prospectus.

All monetary amounts set forth in this Prospectus are expressed in Canadian dollars, except where otherwise indicated.

FORWARD-LOOKING STATEMENTS

Certain statements contained under headings “DESCRIPTION OF THE BUSINESS”, “USE OF PROCEEDS”, “SELECTED FINANCIAL INFORMATION AND MANAGEMENT’S DISCUSSION AND ANALYSIS”, “CAPITALIZATION”, “PLAN OF DISTRIBUTION” and “RISK FACTORS” of this Prospectus, constitute forward-looking statements, including, without limitation, anticipated developments in the Corporation’s operations in future periods and other events or conditions that may occur in the future. Forward-looking statements are frequently, but not always, identified by words such as “expects”, “anticipates”, “believes”, “intends”, “estimates”, “potential”, “targeted”, “plans”, “possible” and similar expressions, or statements that events, conditions or results “will”, “may”, “could” or “should” occur or be achieved. Forward-looking statements are statements about the future and are inherently uncertain and actual achievements of the Corporation or other future events or conditions may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors, including, without limitation, those referred to in this Prospectus under headings “RISK FACTORS”. The Corporation believes that the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this Prospectus should not be unduly relied upon by investors. These statements speak only as of the date of this Prospectus. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this Prospectus. Such statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, assumptions about: (i) no established market; (ii) liquidity concerns and future financing requirements; (iii) property interests; (iv) substantial capital expenditures required; (v) additional funding requirements; (vi) future acquisitions; (vii) exploration and development; (viii) reliability of historical information; (ix) operating hazards and risks; (x) fluctuating mineral prices; (xi) price volatility of publicly traded securities; (xii) competition; (xiii) title matters; (xiv) environmental risks and other regulatory requirements; (xv) industry regulation; (xvi) uninsured or uninsurable risks; (xvii) uncertainty of use of proceeds; (xviii) conflicts of interest; (xix) prospect of dividends; and (xx) dependence on, and protection of key personnel.

Investors should not place undue reliance on forward-looking statements as the plans, intentions or expectations upon which they are based might not occur. Forward-looking statements include statements with respect to market, liquidity concerns, property intents, exploration and development, fluctuating of mineral prices, price volatility of publicly traded securities, industry regulation, environmental risks and competition. Readers are cautioned that the foregoing lists of factors are not exhaustive.

Each of the forward-looking statements contained in this Prospectus is expressly qualified by this cautionary statement. Unless otherwise stated, the forward-looking statements contained in this Prospectus are made as of the date hereof, and the Corporation has no intention and undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

GLOSSARY OF GENERAL TERMS

The following is a glossary of certain general terms used in this Prospectus:

"A Units"	means the A Units being offered for sale under this Prospectus at a price of $1,000 per A Unit, each of which consists of 1,250 Flow-Through Shares, 400 Common Shares and 825 Warrants.
"Agency Agreement"	means the Agency Agreement to be entered into between the Agent and the Corporation in respect of the Offering on or before the Closing Date.
"Agent"	means CTI Capital Securities Inc.
"B Units"	means the B Units being offered for sale under this Prospectus at a price of $500 per B Unit, each of which consists of 1,000 Common Shares and 1,000 Warrants.
"Board"	means the board of directors of the Corporation.
"Broker Warrants"	means the warrants granted by the Corporation to the Agent to purchase that number of Common Shares equal to 10% of the total number of Common Shares comprised in A Units and B Units sold pursuant to the Offering at a price of $0.50 per Common Share and 10% of the total number of Flow-Through Shares comprised in the A Units and C Units sold pursuant to the Offering at a price of $0.64 per Common Share for a period of 24 months following the Closing Date.
"C Units"	means the C Units being offered for sale under this Prospectus at a price of $2,240 per C Unit, each of which consists of 3,500 Flow-Through Shares and 1,750 Warrants.
"CEE"	means an expense incurred in 2009 or in 2010 of the nature referred to in paragraph (f) of the definition of Canadian exploration expense in subsection 66.1(6) of the Tax Act, other than amounts which are prescribed to be "Canadian exploration and development overhead expense" for the purposes of the Tax Act or the cost of acquiring or obtaining the use of seismic data described in paragraph 66(12.6)(b.1) of the Tax Act or any expenses for prepaid services or rent that do not qualify as outlays and expenses for the period as described in the definition of the term "expense" in paragraph 66(15) of the Tax Act or any assistance received by the Corporation of the type described in paragraph 66(12.6)(a) of the Tax Act.
"Closing Date"	means the date the Offering closes.
"Common Share"	means a common share without par value in the capital of the Corporation.
"Computershare"	means Computershare Investor Services Inc.
"Corporation"	means Nemaska Exploration Inc.
"Escrow Agreement"	means the agreement to be entered into between the Corporation, Computershare and the Escrow Holders whereby the Escrowed Securities will be held in escrow by Computershare.
"Escrowed Securities"	means the securities held by the Escrow Holders, which are subject to the Escrow Agreement.
"Escrow Holders"	means the persons who own Escrowed Securities.
"Flow-Through Shares"	means the previously unissued Common Shares of the Corporation that constitute "flow-through shares" as defined in subsection 66(15) of the Tax Act.
"Kativik Property"	means the 1,361 map-designated claims covering an area of 65,100 ha in Northern Québec described under subheading "Properties Description and Location" of heading "The Business".
"Lac Arques Property"	means the 649 map-designated claims located in the NTS sheets 32011, 32012, 32013 and 32014 in the James Bay Area, Province of Québec, Canada.

"Lac Arques Property Technical Report"	has the meaning ascribed to such term under subheading "Summary of the Technical Reports" of heading "The Business".
"Lac Levac Property"	means the 228 map-designated claims located in NTS sheets 32011, 32012 and 32014 in the James Bay Area, Province of Québec, Canada.
"Lac Levac Property Technical Report"	has the meaning ascribed to such term under subheading "Summary of the Technical Reports" of heading "The Business".
"Letter of Engagement"	means the Letter of Engagement dated November 17, 2009 and signed by the Agent and the Corporation.
"Listing Date"	means the date the Corporation's outstanding Common Shares, including the Common Shares comprised in the Units, the Common Shares to be issued upon exercise of the Warrants and the Common Shares to be issued upon exercise of the Broker Warrants, all distributed under this Prospectus become listed on the TSXV.
"Maximum Offering"	means the offering of a maximum of $7,999,760 under this Prospectus.
"Minimum Offering"	means the offering of a minimum of $3,761,000 under this Prospectus.
"Named Executive Officer"	means for every reporting issuer, the following individuals: (a) its CEO; (b) its CFO; and (c) each of its three most highly compensated executive officers, other than the CEO and CFO, whose total remuneration and bonus exceeded $150,000; and in the case of the Corporation means Guy Bourassa, President, Chief Executive Officer and Secretary and Steve Nadeau, Chief Financial Officer.
"NSR"	means "Net Smelter Return", being the net amount of money from the sale of ore, or ore concentrates or other products from the property to a smelter or other ore buyer after deduction of the aggregate of: smelter and/or refining charges, ore treatment charges, penalties and any and all charges made by the purchaser of ore or concentrates; any and all transportation costs which may be incurred in connection with the transportation of ore or concentrates; all umpire charges which the purchaser may be required to pay; all and any charges, costs and commissions of marketing and selling; and all and any taxes and assessments (but not income taxes) enacted after the effective date of any agreement providing for the payment of royalties including without limitation, any severance, royalty, net proceeds tax, production or other similar or related charge, payment or fee that may in the future be assessed by any federal, provincial, territorial, municipal or other government entity with respect to the sale of ore, ore concentrates or other products from the property.
"Offering"	means the public offering of the Units under this Prospectus.
"Offering Price"	means $1,000 per A Unit, $500 per B Unit and $2,240 per C Unit; the price at which Units are being offered for sale under this Prospectus.
"Prospectus"	means this prospectus of the Corporation dated December 18, 2009.
"Purchasers"	means the purchasers of Units being offered for sale under this Prospectus.
"Regulation 33-105"	means *Regulation 33-105 respecting Underwriting Conflicts* in Québec and *National Instrument 33-105 Underwriting Conflicts* in the other Selling Jurisdictions.

"Regulation 43-101"	means *Regulation 43-101 respecting Standards of Disclosure for Mineral Projects* in Québec and *National Instrument 43-101 Standards of Disclosure for Mineral Projects* in the other Selling Jurisdictions.
"Regulation 51-102"	means *Regulation 51-102 respecting Continuous Disclosure Obligations* in Québec and *National Instrument 51-102 Continuous Disclosure Obligations* in the other Selling Jurisdictions.
"Regulation 52-110"	means *Regulation 52-110 respecting Audit Committee* in Québec and *National Instrument 52-110 Audit Committee* in the other Selling Jurisdictions.
"Regulation 58-101"	means *Regulation 58-101 respecting Disclosure of Corporate Governance Practices* in Québec and *National Instrument 58-101 Disclosure of Corporate Governance Practices* in the other Selling Jurisdictions.
"Securities Commissions"	means the securities regulatory authorities in British Columbia, Alberta, Ontario and Québec.
"Selling Jurisdictions"	means British Columbia, Alberta, Ontario and Québec.
"Tax Act"	means the *Income Tax Act* (Canada) and the regulations thereunder, as amended, enacted or replaced from time to time and any proposed amendments thereto announced publicly from time to time.
"Technical Reports"	means, collectively, the Lac Arques Property Technical Report, the Lac Levac Property Technical Report and the Whabouchi Property Technical Report.
"Termination Date"	means December 31, 2010.
"TSXV"	means the TSX Venture Exchange.
"Units"	means collectively the A Units, B Units and C Units.
"Warrant Indenture"	means the agreement to be entered into, at the Closing Date, between the Corporation and Computershare Trust Company of Canada that governs the Warrants comprised in the Units being offered for sale under this Prospectus.
"Warrant Expiry Date"	means the date the Warrants will expire, being 24 months following the Closing Date, subject to the acceleration provision. See "Plan of Distribution".
"Warrants"	means the common share purchase warrants comprised in the A Units, B Units and C Units being offered for sale under this Prospectus, each of which entitles its holder to purchase one Common Share at a price of $0.80 at any time prior to 5:00 p.m. (Montreal time) on the date that is 24 months following the Closing Date, subject to the acceleration provision. See "Description of the Securities Distributed".
"Whabouchi Property"	means the 59 map-designated claims located in NTS sheets 32012 in the James Bay Area, Province of Québec, Canada.
"Whabouchi Property Technical Report"	has the meaning ascribed to such term under subheading "Summary of the Technical Reports" of heading "The Business".

LIST OF ABBREVIATIONS

The following table summarizes the unit abbreviations used in this Prospectus. Most units are metric.

ABBREVIATION / SYMBOL	DETAILS
µm	micron
m	metre
cm	centimeter
mm	millimeter
km	kilometre
km^2	square kilometre
m^2	square metre
ha	Hectares
g	gram
g/t	grams per metric ton
ºC	degree Celsius
º or degrees	angular degrees
N	north
S	south
E	east
W	west

SUMMARY OF PROSPECTUS

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

Corporation:	The Corporation was incorporated under the name "James B Resources Inc." pursuant to the *Canada Business Corporations Act* by articles of incorporation on May 16, 2007. On November 5, 2008, the Corporation changed its name for "Nemaska Exploration Inc." and its French version, "Exploration Nemaska inc."
Business of the Corporation:	To date, the principal business of the Corporation has been the exploration of mining properties with a view to commercial production. The Corporation holds interests in 4 mining properties in the Province of Québec and focuses on base and precious metals as well as lithium and rare metals.
Offering:	The Offering is made on a best efforts basis by the Agent. A minimum of 2,511 A Units and 2,500 B Units of the Corporation are being offered under this Prospectus in the Selling Jurisdictions at the Offering Price for gross proceeds of $3,761,000 and a maximum of 4,000 A Units, 5,092 B Units and 649 C Units of the Corporation are being offered under this Prospectus in the Selling Jurisdictions at the Offering Price for gross proceeds of $7,999,760. See "Description of the Securities Distributed".
Agent's Consideration:	In consideration for the services rendered in connection with the Offering, the Agent will receive (i) a cash commission of 8% of the gross proceeds of the Offering; (ii) Broker Warrants to purchase that number of Common Shares equal to 10% of the total number of Common Shares comprised in A Units and B Units sold pursuant to the Offering at a price of $0.50 per Common Share and 10% of the total number of Flow-Through Shares comprised in A Units and C Units sold pursuant to the Offering at a price of $0.64 per Common Share for a period of two years from the Closing Date; and (iii) payment of its legal fees and out-of-pocket expenses. The Corporation has agreed to pay to the Agent a non-refundable corporate finance fee of $50,000 in connection with the Offering. 50% of this corporate finance fee has been paid to the Agent upon the signature of the Letter of Engagement, and the balance will be paid to the Agent at the Closing Date. The Broker Warrants and the Common Shares issuable upon exercise of the Broker Warrants are qualified for distribution under this Prospectus. See "Plan of Distribution".
Use of Proceeds:	The net proceeds to the Corporation will be of $3,260,120 in case of the Minimum Offering and $7,159,779.20 in case of the Maximum Offering (after deduction of the Agent's commission, the expenses of the Offering of which $125,000 has already been paid by the Corporation and non-refundable corporate finance fees of $50,000, $25,000 of which has already been paid to the Agent and $25,000 will be paid to the Agent at the Closing Date). The net proceeds of the Offering will provide the Corporation with working capital, minimum funds needed to fund its exploration activities on its properties and to pay the balance due for the acquisition of Lac Arques Property and Whabouchi Property and the sum to be paid for the option of Lac Levac Property. See "Use of Proceeds".
Risk Factors:	An investment in Units should be considered highly speculative due to the nature of the Corporation's business, its present stage of development and other risk factors. An investment in mining exploration corporations involves a significant degree of risk. The degree of risk increases substantially where the corporation's properties are at the exploration stage as opposed to the development stage. The properties are in the exploration stage and are without a known body and of commercial ore. The proposed exploration programs are for exploratory searches for ore. Investors should not invest any funds in this

Offering unless they can afford to lose their entire investment. Investors must be willing to rely on the ability, expertise, judgment and discretion of the management of the Corporation.

The Corporation's activities are subject to the risks normally encountered in the mineral resource exploration and development business. The following risk factors should be considered in connection with an investment in the Corporation: no established market, liquidity concerns and future financing requirements, property interests, substantial capital expenditures required, additional funding requirements, future acquisitions, exploration and development, reliability of historical information, operating hazards and risks, fluctuating mineral prices, price volatility of publicly traded securities, competition, title matters, environmental risks and other regulatory requirements, industry regulation, uninsured or uninsurable risks, uncertainty of use of proceeds, conflicts of interest, prospect of dividends, dependence on, and protection of, key personnel. See "Risk Factors".

Summary of Financial Information:

The following table summarizes selected financial information with respect to the Corporation, which information has been derived from the audited annual financial statements for the fiscal year ended June 30, 2009. The following should be read in conjunction with the said audited annual financial statements and related notes and the "Management's Discussion and Analysis", as included elsewhere in the Prospectus.

Item	Fiscal year ended June 30, 2009 (audited)
Revenues	$97
Total Assets	$1,484,371
Liabilities	$571,208
Loss and comprehensive loss	($280,082)
Shareholders' Equity	$913,163
Current Assets	$274,980
Current Liabilities	$493,958

CORPORATE STRUCTURE

Name and Incorporation

The Corporation was incorporated under the *Canada Business Corporations Act* by articles of incorporation on May 16, 2007 under the name of “James B Resources Inc.” On November 5, 2008, the Corporation filed articles of amendment in order to change its name for “Nemaska Exploration Inc.” and its French version “Exploration Nemaska inc.”

The Corporation’s head and registered offices are located at 450, rue de la Gare du Palais, P.O. Box 10, Québec City, Québec G1K 3X2.

THE BUSINESS

The Corporation is a Canadian mining and exploration company engaged in the exploration and development of mineral properties. The Corporation holds interests in a portfolio of 4 properties covering approximately 130,154.10 ha in the James Bay area that it considers to be highly prospective for precious metals as well as lithium and rare metals.

The Corporation is involved in mineral exploration in the province of Québec, Canada and has started its activities in January 2008. The Corporation has decided to concentrate its exploration efforts in the James Bay area in Québec and mainly in the Nemaska region along the Lac des Montagnes formation, recognized as a polymetallic green belt (the “Lac des Montagnes Formation”). With the Lac Arques Property and the Whabouchi Property and the option to purchase 100% of Golden Goose Resources Inc.’s (“Golden Goose”) interest in the Lac Levac Property and the Lac des Montagnes property, the Corporation controls the Lac des Montagnes Formation for a distance of over 70 km.

The Corporation has no income from production of minerals, only interest income on funds on deposit and other interest as the case may be.

See subheadings “History” and “Exploration” of each of the properties under “Description and Location of the Properties” for a three-year history of the Corporation.

Stated Business Objectives

The Corporation’s primary business objective upon completion of the Offering is to carry out the exploration programs on its properties. The Corporation’s short term business objectives are to: (i) complete its Offering under this Prospectus; (ii) obtain a listing of the Corporation’s Common Shares, including the Common Shares comprised in the Units, the Common Shares to be issued upon exercise of the Warrants and the Common Shares to be issued upon the exercise of the Broker Warrants, all distributed under this Prospectus on the TSXV; and (iii) undertake recommended work programs on its properties.

If the results of the initial phases of exploration prove to be encouraging, the Corporation will require additional capital prior to embarking on additional exploration work. The additional capital may come from future financings or through joint ventures or option agreements with one or more third parties. There can be no assurance that the Corporation will be able to raise such additional capital if and when required. See “Risk Factors”.

Milestones

The Corporation’s business objectives of completing its Offering under this Prospectus and listing of its Common Shares, including the Common Shares comprised in the Units, the Common Shares to be issued upon exercise of the Warrants and the Common Shares to be issued upon the exercise of the Broker Warrants, all distributed under this Prospectus on the TSXV will occur on the Closing Date and the Listing Date respectively. The aggregate costs of completing these objectives are estimated at $645,000 in the case of the Minimum Offering and at $964,980.80 in the case of the Maximum Offering (including the Agent’s legal fee, commission and corporate finance fees of $25,000 to be aid to the Agent at the Closing Date, as well as the Corporation’s legal fee, audit fee and filing fee with the TSXV and Securities Commissions).

The Corporation's business objective of undertaking the Phase 1 work program recommended in the Technical Reports on its properties is expected to commence immediately following completion of the Offering and last over a 12-month period. The recommended work programs on the properties are estimated to cost $2,430,000 in the case of the Minimum Offering and $4,653,760 in the case of the Maximum Offering. This amount will be paid for entirely from the net proceeds of the Offering. The amount to be paid with respect to the acquisition of these mining properties is as indicated in the payment schedules set forth under the heading "Description and Location of the Properties".

Competitive Conditions

Mineral exploration and development is a competitive business. The Corporation will be competing with numerous other companies, many of which will have greater financial resources, in the search for and the acquisition of attractive mineral properties.

Summary of the Technical Reports

Lac Arques Property

Donald Théberge, eng., MBA, of Solumines, has prepared the Technical Report dated September 12, 2009, evaluating and summarizing the exploration potential of the Lac Arques Property as updated and amended as of October 5, 2009 and as of December 14, 2009 (the "Lac Arques Property Technical Report"). Mr. Donald Théberge was responsible of all the sections of the Lac Arques Property Technical Report.

Mr. Denis Raymond, eng., M. Sc., is the co-author of the Lac Arques Property Technical Report and was employed by the Corporation to perform geological work on the Lac Arques Property from July 8 to July 31, 2009. Mr. Denis Raymond was an employee of the Corporation, albeit primarily for administrative purposes, and therefore is not independent from the Corporation according to Regulation 43-101. Mr. Donald Théberge has been in close contact with Mr. Denis Raymond and has reviewed all the exploration work completed since September 12, 2008, the date of the previous technical report covering the Lac Arques Property.

Lac Levac Property

Pierre Trudel, PH.D., P.Eng., geological engineer, of RSW Inc. ("RSW"), has prepared the Technical Report dated June 16, 2008, evaluating and summarizing the exploration potential of the Lac Levac Property as updated and amended as of December 10, 2009 (the "Lac Levac Property Technical Report").

Whabouchi Property

Donald Théberge, eng., MBA, of Solumines, has prepared the Technical Report dated October 2, 2009, evaluating and summarizing the exploration potential of the Whabouchi Property (the "Whabouchi Property Technical Report").

The Technical Reports have been prepared in accordance with Regulation 43-101 and Form 43-101F1 and are based on a review of government, industry, private documents and reports available to the authors, as well as preliminary field investigations.

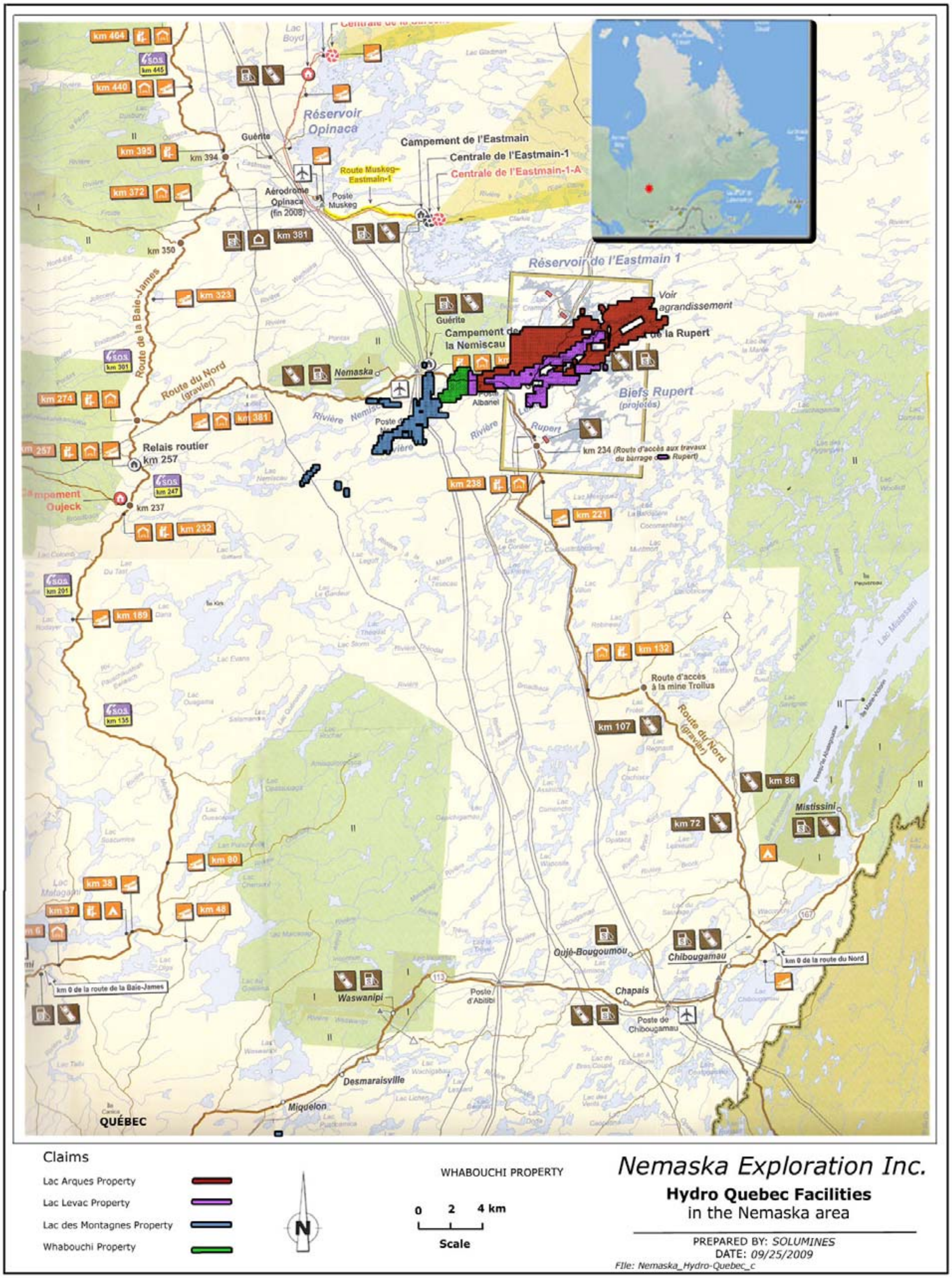
The Technical Reports bring together a portion of the historic geological information, current paper and computerized surface exploration data (documents, plans) and technical reports from the claims owners, independent consultants, contractors and logistical support people in the historical data and map compilation and image drafting.

The following disclosure relating to the properties has been substantially excerpted from the Technical Reports.

Description and Location of the Properties

Lac Arques Property

FIGURE 1



Project description and location

The Lac Arques Property is composed of one block totaling 649 map-designated claims covering an area of 32,491 ha. Initially, the Lac Arques Property was comprised of 801 claims. As expiry dates occurred, 217 claims were not renewed, because of the results obtained or lack of sufficient work credits on said claims. Map designation of an additional 65 claims was recently completed by Camille Doiron, and accepted by the Ministère des Ressources naturelles et de la Faune du Québec (the “MRNFQ”).

The Lac Arques Property is located in National Topographic System (“NTS”) sheets 32O11, 32O12, 32O13 and 32O14. The center of the Lac Arques Property is located approximately 44 km ENE of the Nemiscau airport, and 16 km N of Poste Albanel.

All the claims are registered with the MRNFQ in the name of the Corporation.

The expiry dates of the claims extend from July 3, 2009 to October 27, 2011. 251 claims are in the process of being renewed by the Corporation and 21 registered to Danielle Manseau are currently being transferred to the Corporation. A minimum of $750,100 in exploration expenditures will be required for next claim renewal, along with mining duties of $32,682. Excess credits of $371,765 are accumulated on the claims as of the date hereof.

There are no environmental liabilities pertaining to the Lac Arques Property.

No mineralized zones with identified resources have been reported on the Lac Arques Property.

The only permit required to explore the Lac Arques Property is the usual forestry management permit. The Corporation will also have to comply with all environmental laws that apply to the type of work to be done.

Accessibility, climate, local resources, infrastructure and physiography

The route du Nord crosses the S part of the Lac Arques Property. This permanent gravel road originates from the town of Chibougamau, approximately 280 km to the SSE and reaches the village of Nemaska and the Route de la Baie James. Due to the size of the Lac Arques Property, which extends 45 km from E to W and 26 km from N to S, an helicopter must be used to access some portions of the Lac Arques Property.

The Lac Arques Property is traversed in a NE direction by a Hydro-Québec power line and a road that leads N from the La Grande area. From this last road, secondary roads give access to dams under construction. These secondary roads can be used to access parts of the Lac Arques Property. Figure 1, “Hydro-Québec Facilities”, shows the location of the Lac Arques Property relative to the Hydro-Québec facilities.

The climate of the area is sub-arctic. This climatic zone is characterized by long, cold winters and short cool summers. Daily average temperature ranges from -20^0 C in January to $+17^0$ C in July. Break-up usually occurs early in June, and freeze-up in early November.

There is no mining infrastructure on the Lac Arques Property. However, Hydro-Québec has several facilities in the area, including the Poste Albanel electrical station. The village of Nemaska and the Relais Routier Nemiscau of the Cree Construction and Development Company Ltd. (the “CCDC”), located respectively 35 km and 17 km to the W, can also be used to house workers and service the Lac Arques Property. The Nemiscau airport, located 25 km to the W, is serviced by Air Creebec and chartered flights.

The Lac Arques Property shows a relatively flat topography, with maximum difference of 55 m between the highest and lowest point. The average elevation is approximately 310 m above sea level. Approximately 30% of the Lac Arques Property is covered by lakes and rivers. Like much of this area, the Lac Arques Property is covered by a mix of swamp and forest, the latter consisting of black spruce. Part of the Lac Arques Property was devastated by a forest fire several years ago. As observed in the holes drilled in the vicinity of the Lac Arques Property, the overburden thickness varies from 0 to 15 m. Finally, at this latitude, there is no permafrost.

History

Pursuant to a purchase agreement for the Lac Arques Property dated May 30, 2008, as amended on November 5, 2008, and on November 12, 2008 (the “Lac Arques Purchase and Sale Agreement”), the Corporation has acquired the Lac Arques Property (which at the time was composed of 775 map-designated claims) for the following consideration:

i) An amount of $420,000, of which $220,000 has been paid as of the date of the Prospectus, with the balance being payable by an installment of $200,000 at the latest on January 15, 2010. In addition to the following, according to the Lac Arques Purchase and Sale Agreement, the vendors do not retain any interest in the Lac Arques Property upon payment of the initial amount by the Corporation. The balance of the purchase price, namely an amount of $200,000, constitutes an unsecured debt.

ii) The issuance of 5,000,000 Common Shares of the Corporation in favor of the vendors, allocated as follows:

Alain Champagne	600,000 Common Shares
François Champagne	1,907,000 Common Shares
Thérèse Proulx	760,000 Common Shares
Laurian Marcotte	133,000 Common Shares
René Lessard	150,000 Common Shares
Nicole Arpin	400,000 Common Shares
Jean Lafleur	100,000 Common Shares
Guy Bourassa(1)	950,000 Common Shares

iii) The payment of a maximum amount of $1,000,000 in favor of Mr. Alain Champagne according to the completion of certain steps of the works and results pertaining to the Lac Arques Property, as hereinafter described:

a. $50,000 if and when the Corporation will have completed exploration work corresponding to a minimum amount of $2,500,000 on the Lac Arques Property. As of June 30, 2009, the Corporation has completed exploration work on the Lac Arques Property for an amount of $681,884. The Corporation plans to spend an amount of $291,975 in exploration work in connection with the Minimum Offering and an amount of $2,016,000 in connection with the Maximum Offering.

b. $150,000 if and when the Corporation will have completed exploration work corresponding to a cumulative minimum amount of $5,000,000.

c. $300,000 upon obtaining an independent feasibility study.

d. $500,000 upon obtaining an independent feasibility study confirming the feasibility of a production development of the Lac Arques Property.

iv) The payment of a 3% NSR to Mr. Alain Champagne (2.4%) and Mr. Guy Bourassa(1) (0.6%) in case of a commercial production of all metals extracted from the Lac Arques Property. However, pursuant to the Lac Arques Purchase and Sale Agreement, the Corporation shall have the option at all time and until the expiration of a period of 3 months following the official production statement to repurchase 1% NSR from the vendors, proportional to their interest therein subject to the payment of an amount of $1,000,000 payable in two equal and consecutive installments, the first installment being payable upon the date of exercise of the option to repurchase part of the NSR and the second at the latest 90 days following the date of payment of the first installment.

The method by which the consideration paid to Mr. Guy Bourassa pursuant to the Lac Arques Purchase and Sale Agreement has been determined is by way of negotiation with the Corporation and the vendors, based on the value of the same type of property at the time of such negotiations. Mr. Alain Champagne has accepted to transfer to Mr. Guy Bourassa part of the sale price in consideration of past transactions. Mr. Guy Bourassa has

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[1] Guy Bourassa is a member of the Board and the promoter of the Corporation.

not incurred any cost in connection with the sale of the Lac Arques Property and has not spent any amount on the Lac Arques Property.

Pursuant to the letter of amendment to the Lac Arques Purchase and Sale Agreement dated November 12, 2008, the Corporation has acquired 26 additional claims from Mr. Alain Champagne for a consideration of $1,200 representing staking costs. Such claims are located in the eastern part of the Lac Arques Property, are included in the Lac Arques Property and shall be subject to the NSR provided for in the Lac Arques Purchase and Sale Agreement. Since November 12, 2008, the Corporation has abandoned 217 map-designated claims.

Pursuant to two subscription letters dated June 30, 2009 and August 31, 2009, both signed by the Corporation and addressed to Mr. Alain Champagne, the Corporation has issued an additional 1,500,000 Common Shares in favour of Mr. Alain Champagne in reduction of the balance of the purchase price of the Lac Arques Property by an amount of $150,000. The purchase price of the Lac Arques Property has been determined by way of negotiation between the Corporation and the vendors.

The Québec Government conducted numerous geological surveys and studies in the James Bay area. Geological surveys by Valiquette in the 1960s and reported under RP 518 and 534, and later integrated in RP 158 are helpful as they cover the entire area where the Lac Arques Property is located.

The exploration history on and around the Lac Arques Property is summarized in Table “History” below (note that no resource deposits are located on the Lac Arques Property).

History

Year	Company	Exploration	Results
1962	Noranda Inc. (“Noranda”) GM 12635	4 DDH totaling 1,507, S of the Lac Arques Property.	Imprecise location in the Pike Lake and Lac Lemare area. No assay results indicated. Intercected amphibolites, pegmatites, gneiss and metasedimentary rocks.
1963	Vale Inco Ltd. (“Inco") GM 13414	9 DDH, totaling 453’. 4 were lost in overburden. Drilled on the same property as reported in GM 12635 by Noranda.	Imprecise location. No assay results indicated. Same geology as GM 12635 by Noranda.
1964	Inco GM 16857	22 drill holes totaling 3,452 m on the Nemiscau property, now the Lac Levac Property.	Discovery of the Lac Levac (Nisk-1) nickel deposit.
1969	Nemiscau Mines Ltd. (an Inco subsidiary) (“Nemiscau Mines”) GM 25001	4 drill holes totaling 904 m drilled on the Lac Levac Property.	Drilling of the deposit.
1973	Canex Placer Ltd. GM 34021	Geological reconnaissance, ultramafic sampling, soil and silt sampling.	Massive sulphides in the Lac Valiquette ultramafic, W of the Lac Arques Property returned 0.99% Ni and 0.53% Cu in a grab sample. Lac des Plages ultramafic, S of the Lac Arques Property returned 0.38% Ni in grab samples.
1975	James Bay Development Corporation (“SDBJ”) GM 34034	Regional lake bottom sediment sampling.	Large scale survey, 1 sample/2 km2. Field report, no assays results given.
1979	SDBJ GM 38184	Regional exploration program for Ni and asbestos.	Geology and sampling on Lac Valiquette showing W of the Lac Arques Property returned 1.59% Ni and 0.56% Cu over 3 m in chip samples. On the high magnetic anomaly SW of the Lac Arques Property, only blocks of magnetite were discovered. The Lac des Plages showing, S of the Lac Arques Property, was also visited.
1980	SDBJ GM 37998	Lien Project. Regional Lithium Exploration.	Survey covered the W part and the W area of the Lac Arques Property. Anomalies located in the Lac des Montagnes area, adjacent to the Lac Arques Property.
1981	SDBJ GM 38445	Regional magnetic and airborne Input survey.	Sheet 5 covers the W part of the Lac Arques Property and sheets 7 and 8 cover a portion of the Lac Arques Property. Input associated to a high

Year	Company	Exploration	Results
			mag in the NE part of the Lac Arques Property.
1981	SDBJ GM 37999	Geology, geophysics and 10 DDH on the Lac des Montagnes chromite deposit.	Lac des Montagnes chromite deposit, located W of the Lac Arques Property. Eight holes intersected the chromite zone, no assays results given. Deposit did not respond to EM methods.
1981	SDBJ GM 38446	Geology and geophysics (Mag + MaxMin) targeted on Input anomalies.	Three grids surveyed S of the Lac Arques Property. All the inputs were confirmed; ultramafic rocks observed N of Lac de la Hutte.
1982	SDBJ GM 9991	Geology and geophysics (Mag + MaxMin) targeted on input anomalies.	Three grids surveyed: Grid 6 S of Lac du Spodumène, W of the Lac Arques Property, Grid 7 just outside the W limit of the Lac Arques Property, and Grid 8 on the W part of the Lac Arques Property, which revealed two short EM anomalies.
1981 1982	SDBJ GM 38447+38449	UQAT Project. Uranium exploration, based on the results of the lake bottom sampling.	Two water sources located S of the Lac Arques Property, with U values up to 1%. Bedrock source not located. Indicates that several swamps have a high enough U grade but not the tonnage needed to be economically mined.
1985	Westmin Resources Inc. ("Westmin") GM 42344	Exploration in the Lac Sillimanite area.	Discovery of a gold-arsenic occurrence on the Lac Arques Property, with 1.2 g/t Au and 12.5% As in grab samples.
1987	Westmin GM 42340	Dighem survey in the Lac Crochet area.	Anomalies located in the Lac Crochet area, SE of the Lac Arques Property.
1987	Westmin GM 45242	Dighem survey over several areas: Lac Crochet, Lacs Noirs, Lac de la Hutte and Lac Sillimanite.	Lac Sillimanite survey in part on the Lac Arques Property.
1987	Westmin GM 46064	Geophysical review and recommendations, Lacs Noirs area.	Mag and EM surveys recommended following the Dighem survey, area located W of the Lac Arques Property.
1988	Westmin GM 46064	Ground geophysics, soil sampling and prospecting over five properties.	14 targets with coincident soil anomalies recommended for drilling, with four of them on the Lac Sillimanite grid.
1987	Freewest Resources Inc. ("Freewest") GM 45765	Airborne Mag and VLF on the Lac des Montagnes property.	Located just W of the Lac Arques Property.
1987	Freewest GM 44642	Ground gradiometer survey on the Lac des Montagnes property.	Located just W of the Lac Arques Property.
1988	Freewest GM 48499	I.P survey on the Lac des Montagnes property.	
1988	Freewest GM 46904	Geochemical soil sampling on the Lac des Montagnes property.	The following results are reported but only the Valiquette showing is located on the maps. Valiquette showing: 2,121 ppb Pd/0.3 m; 429 ppb Pt/0.5 m; 1.58% Cu/0.3 m and 1.24% Ni/0.3 m. Lac des Montagnes showing: 36.55% Cr/1.05 m; 1010 ppb Pd/0.22 m and 196 ppb Pt/0.22 m. Lac des Montagnes S: 0.16 oz/t Au/0.55 mand 3.15% Cu/0.15 m.
1987	Muscocho Explorations Ltd. ("Muscocho") GM 45584	Ground Mag and VLF on the Lac Levac Property, just S of the Lac Arques Property.	Mag and EM anomalies located.
1988	Muscocho GM 47653	16 holes drilled on Lac Levac Property.	Peak values of 31.3% Cr and 1.58% Ni obtained (not in the same sample).

Year	Company	Exploration	Results
1988	Muscocho GM 47429	14 holes drilled just W of the Lac Arques Property.	Several arsenic anomalies observed, up to 3,750 ppm in Hole 88-8.
1996	Noranda Mining and Exploration Inc. GM 54501	Airborne magnetic and EM survey, in the Lac Voirdoye, and Lac des Plages area.	Covering the 7 claims of the Lac Arques Property located on the NE part of Lac Voirdoye.
1997	Sirios Resources Inc. GM 55737	Geological mapping and prospecting in the Lav Voirdye and Lac des Plages area, optioned from Noranda.	Sampling of the Lac Lemare West showing with a peak of 6.1% Cu, 598 g/t Ag in a grab sample.
2003	Société québécoise d'exploration minière ("Soquem") GM 60504	Ground geophysics, soil sampling and geology on several grids, including two (276 centre and S) located just S of the Lac Arques Property.	Drilling recommended on both grids.
2003	Soquem GM 61565	Diamond drilling on grids 276 centre and S. Hole location shown on DDH map.	Hole 2003-03 returned 0.45% Cu/0.6 m Hole 2003-04 returned 0.23% Zn/1.0 m Hole 2003-05 returned 0.33% Zn/1.0 m All values obtained in amphibolites, Zn values of holes 04 and 05 associated with slightly anomalous Pt values.
2006	Golden Goose GM 62680	Aeroquest Ltd. ("Aeroquest"), magnetic and electromagnetic airborne survey, over the Lac Levac Property.	861 line-km flown immediately S of the Lac Arques Property (note that the survey did not cover the Lac Arques Property).
2007	International Kirkland Minerals Inc. GM 62785	Airborne VLF, Mag and radiometric survey.	Survey located S of the Lac Arques Property.
2007	Golden Goose GM 62939	InfiniTEM survey over three small grids in the Lac Senay, Lac de l'Andalousite and Lac de la Chlorite areas, immediately S of the Lac Arques Property.	9 EM conductors located (note that the survey did not cover the Lac Arques Property).
2007	Golden Goose GM 63212	Regulation 43-101 report: 13 holes drilled. 10 on the Lac Levac (Nisk-1) deposit and three on the InfiniTEM anomalies located in the Lac de l'Andalousite area.	Lac Levac (Nisk-1) deposit resource update: Indicated: 516,000t @ 0.89% Ni, 0.39% Cu, 0.058% Co, 0.14 g/t Pt, 0.79 g/t Pd. Inferred: 734,000t @ 0.89% Ni, 0.34% Cu, 0.06% Co, 0.14g/t Pt, 0.79 g/t Pd (note that the Lac Levac Nisk-1 deposit is not located on the Lac Arques Property).
2008	Golden Goose www.goldengooseres.com	Regulation 43-101 report: 53 holes totaling 11,156 m. Nisk-1 resource update.	Nisk-1 resource update: Measured: 1,255,000 t @ 1.09% Ni, 0.56% Cu, 0.07% Co, 1.11 g/t Pd, 0.20 g/t Pt. Indicated: 783,000 t @ 1.0% Ni, 0.53% Cu, 0.06% Co, 0.91g/t Pd, 0.29 g/t Pt. Inferred: 1,053,000 t @ 0.81% Ni, 0.32% Cu, 0.06% Co, 1.06 g/t Pd, 0.50 g/t Pt (note that the Lac Levac Nisk-1 deposit is not located on the Lac Arques Property).

Geological setting

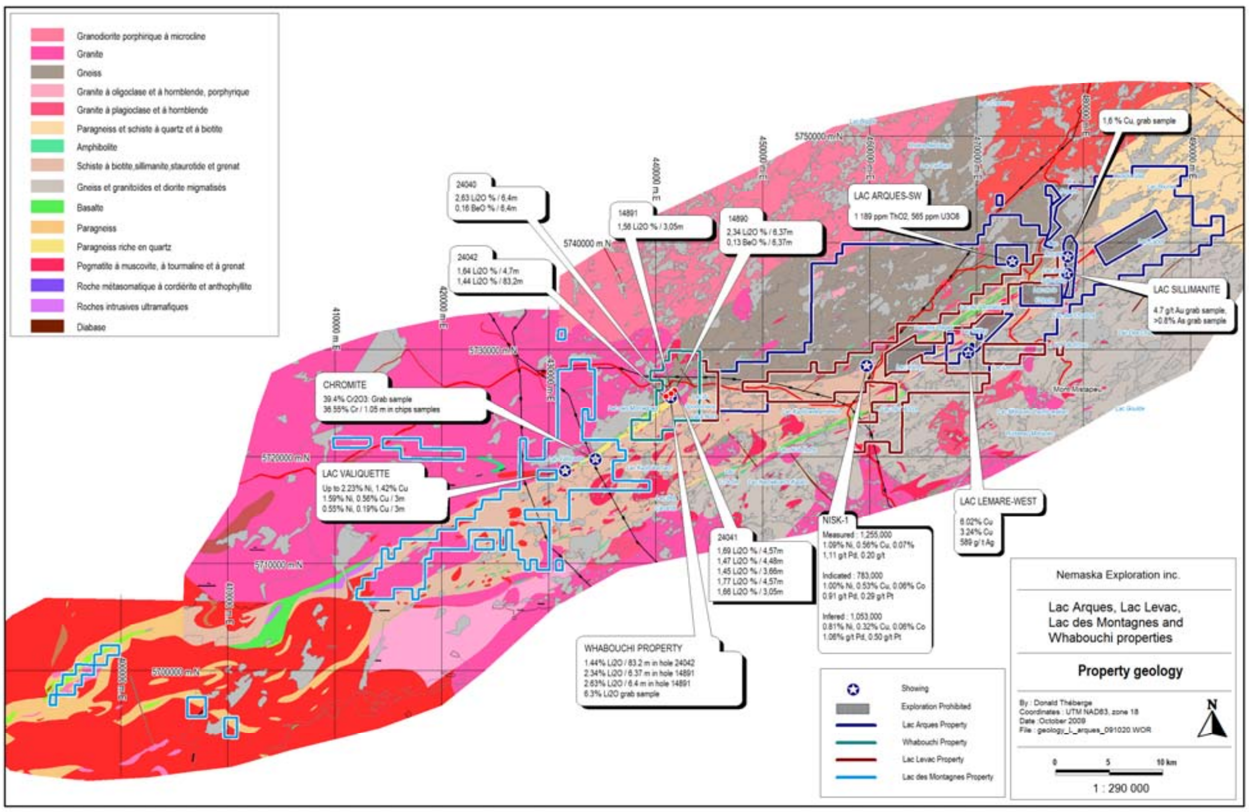
The Lac Arques Property is located in the NE part of the Superior Province, which itself lies in the heart of the Canadian Shield. The Superior Province extends from Manitoba to Québec, and is mainly made up of Archean rocks. The general metamorphism is at the greenschist facies, except in the vicinity of intrusive bodies, where it can go to the amphibolite-to-granulite facies. In Québec, the E extremity of the Superior Province has been classified into the following sub-provinces, from S to N: Pontiac, Abitibi, Opatica, Nemiscau, Opinaca, La Grande, Ashuanipi, Bienville and Minto. According to Card and Ciesielski (1986), the area covered by the Lac Arques Property is located in the Opinaca or Nemiscau sub-province.

Locally, the Lac Arques Property is located in the Lac des Montagnes Formation, between the Champion Lake granitoïds (leucogranites and biotitebearing white pegmatites) and orthogneiss and the Opatica NE, which is made of orthogneiss and undifferentiated granitoïds. The Lac des Montagnes Formation belt is several km wide, oriented NE, and is made of amphibolites (basaltic lavas, ultramafic sills and flows). These rocks are strongly deformed and cut by late granitoïds.

The Lac Arques Property is located in the NE part of the Lac des Montagnes Formation, which is approximately 3 km wide in the area covered by the Lac Arques Property.

The Lac Arques Property covers a large area totaling 32,491 ha. The Lac des Montagnes volcano-sedimentary formation crosses the Lac Arques Property in a NE direction. In the area covered by the Lac Arques Property, it is composed of paragneiss (gneiss formed of metamorphosed sediment), amphibolites and granitic intrusives. Geophysical surveys show the signature and extent of ultramafic intrusions, with some of them confirmed by Golden Goose drilling. To the N of the Lac des Montagnes formation, mainly orthogneiss formed of metamorphosed granite has been observed, while the area S of this formation is composed mainly of paragneiss, also intruded by granite. The Lac Arques Property geology is illustrated in Figure 2, "Property Geology", below.

FIGURE 2



Exploration

The geology of the property is complex and still partly unexplored. At this point, six types of deposits may occur on the property. They are summarized below in order of priority.

- Magmatic nickel sulphide deposits associated with an ultramafic intrusion
- Magmatic nickel sulphide deposits associated with ultramafic flows
- Volcanogenic massive sulphide (VMS) deposits
- Lithium (spodumene) bearing pegmatites
- Gold and gold-arsenic occurrences
- Uranium and associated elements in pegmatites

The most probable are the magmatic nickel sulphide deposits associated with an ultramafic intrusion like the Nisk-1 deposit or an ultramafic flow of the Raglan type. As the property covers a part of the Lac des Montagnes Formation, VMS type deposits associated with metamorphosed intermediate to felsic volcanics should be considered. Known examples of this type of deposit, but in less metamorphosed formations, are the Horne Mine in Rouyn-Noranda and the Matagami Lake Mine in Matagami.

Since The Corporation acquired the property, the following exploration has been done:

Exploration Work Completed by the Corporation

Date	Work
March 2008	Geochemical report entitled "Nickel Copper Exploration, Arques Lake Property", by Marc Beaumier, geologist
June 2008	Helicopter-borne survey, using an AeroTEM IV time-domain helicopter electromagnetic system employed in conjunction with a high-sensitivity caesium vapour magnetometer. Total coverage of 1,370.6 km, of which 1,324.7 line-km fall within the project area. Survey done by Aeroquest.
September 2008	Interpretation report of the AeroTEM IV survey, and recommendations for ground follow-up and drilling by Geophysic GPR International Inc. ("GPR International").
November 2008	Geological mapping of the Rupert Derivation Tunnel, by Denis Raymond, Eng., M.Sc.
June 2009	Helicopter-borne magnetic and gamma-ray spectrometry, by GPR International. Magnetic and time-domain survey covering a total of 3,295 line-km. The magnetic and spectrometric survey totalled 3,115.4 km.
July 2009	Geological mapping and prospecting over the most prospective areas as defined by the preceding surveys, by Denis Raymond, Eng., M.Sc.

In March 2008, Marc Beaumier, a consulting geologist for the Corporation, wrote a report entitled *"Nickel Copper Exploration, Arques Lake Property".* This report was based on lake bottom sediment sampling done by the MRNFQ in 1998 and filed under DP 98-01, entitled "*Résultats d'analyse de sédiments de fond de lacs, Grand Nord du Québec".*

The interpretation and metallogenic model developed by Beaumier are given below, and describe the potential of the property for magmatic nickel sulphide mineralization associated with ultramafic intrusions.

> *"Although the west and southeast blocks of claims clearly follow the Lac des Montagnes Group, which hosts the Golden Goose nickel discovery, this mineralization is related to a younger ultramafic intrusion that in some cases crosscuts the basement gneisses. These ultramafics may thus be present even in the gneisses, and one should not be bound to the Lac des Montagnes Group to find similar rock. High nickel values in lake sediment gathered in the basement gneisses clearly follow aeromag and calculated vertical gradient expression, thus indicating that glacial dispersions are most probable at a minimum, most probably in the order of several kilometres. Anomalous lakes are very well contrasted, showing nickel concentrations from 4 to 7 times background. This thus suggests the presence of more mafic rocks within one to two kilometres.*
>
> *The type of mineralization that may be present is magmatic associated with the presence of ultramafic rocks. The presence of 1 million tons of nickel ore at Golden Goose's Lac Levac property is a clear indication of the fertility of the magma source in the general area."*

In June, 2008, Aeroquest performed a helicopter-borne survey on behalf of the Corporation using an AeroTEM IV time-domain helicopter electromagnetic system employed in conjunction with a high sensitivity caesium vapour magnetometer. The survey covered the center part of the property. Total survey coverage was 1,370.6 km, of which 1,324.7 line-km fall within the project area. The survey was flown with 100 m line spacing, in a N-S direction at an altitude of 30 m. In September 2008, Marc Boivin and Réjean Paul, both geophysicists, prepared a geophysical interpretation report of the Aeroquest AeroTEM IV survey, which included anomalies classification, exploration targets identification and diamond drilling proposal for Lac de la Chlorite area.

In November 2008, Denis Raymond, Eng., M.Sc., was mandated by the Corporation to complete the geological mapping and sampling of the Rupert Derivation Tunnel. The Rupert Derivation Tunnel is surrounded by the

Corporation's claims, and even if it is located in an area where exploration is prohibited, mapping and sampling it will provide information on the geological setting in this part of the Lac Arques Property. At the time of writing this report, the tunnel has been completed and is flooded.

The tunnel is more than 3.24 km long, including the loading basin and the return channel. Mapping and sampling were completed between the S and N portals, over 2.9 km. The tunnel is 12.7 m wide by 18.6 m high. Floor elevation varies from 293 to 249 m. The tunnel goes under the Sillimanite Lake. Between the lake and the tunnel roof, the rock thickness varies from 34 to 40 m. Geological mapping and sampling have been done on the E wall, at approximately 1.5 m high.

The tunnel has a general direction of 358^0. The regional schistosity and the main lithologies are oriented from 190^0 to 230^0 with a NW dip varying from 50^0 to 90^0. In a general way, from S to N, the geology of the tunnel is made of biotite and garnet bearing quartz-feldspar grey gneiss, cut by white and pink pegmatites, a diorite and a sequence of amphibolite gneiss and paragneiss. The best result obtained was 1.61% Cu in a grab sample.

The Sillimanite Lake showing was also visited. In 1985, Westmin Resources had reported grades of 1.2%, 3.1% and 12.5% As. This showing is located on the Corporation's claims, close to the boundary with the prohibited exploration area covering the Rupert Derivation Tunnel. A best result of 4.7 g/t Au and >8000 ppm was obtained in a grab sample.

In June 2009, GPR International was mandated by the Corporation to survey the Lac Arques Property. GPR International flew a helicopter-borne magnetic, time-domain electromagnetic and gamma-ray spectrometry geophysical survey. The survey was composed of two partially superimposed blocks for a minimum coverage of 6,323 line-km. The magnetic and time-domain electromagnetic survey covered a total of 3,295 line-km. The magnetic and spectrometric survey totalled 3,115.4 line-km.

The two partially superimposed blocks were based on 125-m line spacing, and 1,250-m tie-line spacing. The direction of flight lines was N-S. The direction of the tie-lines was E-W with respect to the UTM coordinates. One survey was offset 62.5 m E from to the other, and as a result, the superimposed part has line coverage of 62.5 m, for the magnetic survey. The magnetic and time-domain electromagnetic survey was flown first using a TDEM EMosquito II, a high resolution time-domain transient electromagnetic system with a high penetration. The gamma-ray spectrometer and magnetic survey were flown afterwards. At the time of writing this report, the final interpretation is pending.

From July 8 to July 30, 2009, Denis Raymond, Eng., M.Sc. led a 4-person team to carry out a limited ground exploration program. Magnetic, electromagnetic and radiometric anomalies generated by the GPR International's airborne survey were used to define the areas to be prospected.

In this program, the emphasis was on electromagnetic anomalies. For this purpose, geophysicist Marc Boivin identified 271 anomalies of interest. To choose the EM anomalies to be prospected, a filter taking into account the following items was applied:

- The anomalies should be located on or in close proximity to the property;
- They must be located in an interesting geological context; and
- Anomalies should accessible by road or boat or be within walking distance.

Finally, 52 EM targets on the property and 26 in its immediate vicinity were visited. Prospecting was conducted with the support of Beep-Mat instruments, able to detect EM coductors at a depth of 0 to 1.5 m. When possible, conductors were exposed and sampled. Due to limited exposure, generally only the conductive zone was sampled. Uranium prospecting was limited to 3 days, which is considered inadequate to establish the uranium potential of the property. For ease of localization and with respect to the geologic domains, the prospected anomalies were divided into 6 areas from W to E, as follows:

- Voirdye Lake area;
- Andalousite Lake area and Chlorite Lake;
- Sillimanite West Lake area;

- Sillimanite Lake area;
- Bourrier Lake area and Cabot Lake, and finally
- The other non-classified anomalies in the preceding areas.

In the Voirdye Lake area, twenty-three samples were taken from the sulphide zones and the surrounding rocks. Assaying revealed only background values. Even if no anomalous results were obtained, the geological context remains favorable for volcanogenic massive sulphides type deposits. Andalousite Lake and Chlorite Lake area was visited twice in 2009 and appears favorable for magmatic nickel type deposit. Samples from mafic to ultramafic rocks returned nickel values from 600 to 1,561 ppm. One sample, number 753574, returned an anomalous arsenic value of 1,099 ppm.

In the Sillimanite West Lake area, sulphides are in the form of 5 to 30 cm layers several metres to several decimetres long and parallel to the regional schistosity. These small sulphide clusters are located at the paragneiss/quartzite contact. Graphite occurs locally. Of the 22 samples taken, one boulder returned >8,000 ppm As, 1,193 ppm Co and 1,870 ppm Ni. The Sillimanite Lake showing, located in the Sillimanite Lake area returned an assay of4.7 g/t Au, >8,000 ppm As, which corresponds to an EM anomaly. Two new 20 m long EM conductors have been mapped close to this showing. They are oriented N-S. Many EM anomalies seem to have no near surface exposure.

The Bourrier Lake area and Cabot Lake make up the NE part of the property. This area contains more than 100 airborne EM anomalies. These anomalies form two conductive bands more than 8 km long, oriented at 240^0 and associated with a strong magnetic environment. During the 2009 summer, only 13 of them were visited, as they were easily accessible. North of Cabot Lake, an outcrop of ultramafic rocks in contact with barren sulphides in biotite bearing gneiss was found. This ultramafic is anomalous for arsenic (1,632 ppm As) and nickel (1,281 ppm Ni), which is similar to the Andalousite Lake area ultramafic. Close to the NE boundary of Cabot Lake an outcropping ridge show an isolated conductor, 50 m in length. It is located at the contact between a magnetic black ultramafic and a grey quartzite, and ends in strong folding and pegmatite. As it shows a geological context similar to the Voirdye Lake area, channel sampling was completed. Sulphide-rich samples returned values of 1,236 and 1,016 ppm Ni and up to 2,261 ppm Cu, and the ultramafic assayed 970 ppm Ni. The Bourrier and Cabot Lake area presents numerous untested EM anomalies in favorable geological and geophysical settings.

The author of the Lac Arques Property Technical Report cannot comment on the reliability of data concerning the historical work, as no description of the sampling method, the security of samples or the analytical protocol are provided in the available reports. Since it has acquired the Lac Arques Property, the Corporation has completed a geochemical study, airborne geophysical surveys, and ground prospection. They are described in detail under heading “Exploration” above. Except for the prospection, all the exploration work has been done by independent contractors. Prospection was under the supervision of Mr. D. Raymond Eng., M.Sc., an employee of the Corporation. The author of the Lac Arques Property Technical Report was kept informed during the exploration program, and did not observe any misleading or unreliable data. All the exploration work, sampling and analysis were completed in light of Regulation 43-101. The author of the Lac Arques Property Technical Report confirms that the data presented in such report is reliable and technically sound. Geological description and GPS location have been verified by the previous authors of the Lac Arques Property Technical Report and by the Corporation.

Mineralization

No mineralization has yet been discovered on the Lac Arques Property.

Drilling

No diamond drilling has been done by the present owner. With the exception of six holes drilled by Inco in 1964 on the S part of the Lac Arques Property, no drilling has been reported.

Sampling and analysis

The sampling method and approach for the summer 2009 sampling campaign are described below. The sampling method and approach for the Rupert Derivation Tunnel sampling were almost the same, but adapted to the tunnel environment. The following text describes the sampling method and approach and has been adapted and translated from “Raymond, D., 2009: Rapport technique, programme de prospection, juillet 2009, projet Lac Arques, préparé pour Exploration Nemaska inc.”

> *“Sampling was done using a hammer and cold chisel. Samples are made up of representative rock chips, for an average weight of 1 kg. Samples were taken by a prospector and put into a plastic bag. A mining technician then identified the samples, sealed the sample bag, registered the sample position with a GPS (Garmin 60 Csx) and continuously updated the sample list. Every step in the sampling process was performed under the direct supervision of D. Raymond, Eng., M.Sc.*
>
> *For all the sites sampled, emphasis was put on conductive zones found using the Beep-Mat prospecting carpet. In many cases, only a small part of the conductor was exposed. Generally only one sample was taken from each site. Conductor wall rocks were not systematically sampled. These samples should be considered as representative grab samples of the outcropping EM anomaly.*
>
> *Several uranium sites were prospected and sampled where the highest radioactivity level was registered, and where it was physically possible to take a sample. In many cases it was impossible to take a sample devoid of alteration crust. These samples are also classified as grab samples.*
>
> *The sealed samples were put in bags and sealed for transportation. The bags remained sealed until their delivery to the preparation laboratory managed by the Table Jamésienne de Concertation Minière (TJCM) located in Chibougamau. One batch of samples was shipped using KEPA Transport, the 2 others batches were delivered by the employees of Nemaska. Including the control samples, 123 samples were sent to the laboratory.”*

The authors of the Lac Arques Property Technical Report confirm that the samples were collected in accordance with industry standards for random, non-systematic sampling, and that they are representative of the outcrops sampled.

Samples were dried, crushed weighed and pulverized by the Table Jamésienne de Concentration Minière (“TJCM”) preparation laboratory. D. Raymond visited the preparation room on November, 2008 and July, 2009. He checked equipment compliance, preparation methods and expertise of the personnel and was satisfied with the existing quality control program.

Upon arrival at the preparation laboratory, the samples were placed in numerical order, and a reception list was prepared. This list was then sent to the Corporation via e-mail, and compared to the shipping list prepared by the Corporation. Any differences between the Corporation’s list and the laboratory list, sample condition or bag sealing were immediately reported to the Corporation.

After that, all the prepared pulps (300 g/sample) were sent via courier to Accurassay Laboratory located in Thunder Bay, Ontario (“Accurassay”), for assaying.

All the samples submitted were analyzed according to one of the following packages:

i) ACPG1: Au, Pt, Pd / Atomic Absorption finish, 30 g pulp.

ii) ALICPAR: Multi-elements Scan ICP (aqua regia digestion) of 33 traces elements and major oxides. This package was used for sulphide samples.

iii) ALICPAR+: Multi-elements Scan ICP (aqua regia digestion) of 49 traces elements and major oxides, including U, Th, and S for the radioactive samples. The ISO/MEC 17025 accreditation does not apply to ICPAR analysis.

All the pulps from the analysis are kept by Accurassay for a 90-day period, after which they will be returned to the Corporation. All the preparation rejects are kept at the TJCM preparation laboratory also for a 90-day period, then returned to the Corporation.

Quality control by the Accurassay Laboratory is described in detail below:

> *"A certified standard and blank assay are run with each batch of samples. In addition, a replicate assay is run on every 10th sample to be used for checking the reproducibility of the assays to highlight any “nugget effects” that may be present (see below). All certified standard runs are graphed weekly to monitor the performance of the laboratory. Our warning limit is 2 times the standard deviation and our control limit is 3 times the standard deviation. Any work order with a standard running outside the warning limit will have selected re-assays performed, and any work order with a standard running outside the control limit will have the entire batch of samples re-analyzed.*
>
> *All QC data run with each work order is kept with the client’s file. If desired, the client may have all the blanks and QC standards reported separately. All quality control graphs are available upon request.*
>
> *The laboratory also keeps daily log books for the sample throughput. These logs record all information pertaining to, who performed the analysis, when the analysis was done, how the analysis was performed and what other samples were analyzed at the same time. This is done to help eliminate the possibility of misrepresentation and cross-contamination of the client’s samples. In our Sample Preparation area, we regularly select random samples for screen analysis to ensure grain size is being achieved (Reject: 90% -8 mesh, Pulp: 90% -150 mesh).*
>
> *Also, re-cuts on samples are performed from the original reject to check reproducibility. Our AA and ICP instruments are calibrated using ISO traceable calibration standards and our quality control standards are created from separate stock solutions. Our instruments are directly tied to our LIMS program eliminating the need for manual data entry, hence, reducing human error."*

Quality control by the Corporation was implemented using duplicates and control samples as follows:

i) Duplicates samples, taken in the field;

ii) Barren field samples called Nemaska Blank;

iii) Barren silica samples called Labo Blank;

iv) And a reference standard called APG-5, assaying 185 ppb Au, 430 ppb Pt, 1,364 ppb Pd, 69 ppm Co, 4,880 ppm Cu and 301 ppm Ni.

Duplicate, barren and standard samples were inserted by the Corporation prior to shipping the samples to the TJCM preparation laboratory and Accurassay. Their purpose was to check the quality of the whole process and detect any possible contamination.

Security of samples

All the samples were handled by the Corporation and personnel of the TJCM preparation laboratory and Accurassay. In the field, samples were bagged and sealed under the supervision of a geologist. No broken sample bag seals were reported either by TJCM or Accurassay. The authors of the Lac Arques Property Technical Report do not believe that any breach of security occurred during the entire sampling and analysis process.

Mineral resource and mineral reserve estimates

As the Lac Arques Property is still in an early exploration stage, mineral resources and mineral reserve estimates have never been done.

Mining operations

The Lac Arques Property has not reached a development or production stage. No information pertaining to mining operations are therefore available.

Exploration and development

As the Lac Arques Property is located in a geological environment fertile for several kinds of deposits, mainly Lac Levac (Nisk-1) type Ni-Cu-PGE deposit associated with ultramafic intrusions, and based on the results obtained by the Aeroquest survey, which outlined correspondent EM and magnetic anomalies in the SE part of the survey, continued exploration of the Lac Arques Property is recommended. A two phase program has been outlined.

Table “Budget” below shows the details of the two phase program and the budget for the recommended work.

Budget

Phase I Prospecting	**Quantity**	**Units**	**Unit Cost**	**Total**	
Geological compilation and target definition: 1 geologist 15 days	15	days	$600	$9,000	
Geophysical compilation and target definition: 1 geophysicist, 5 days	5	days	$800	$4,000	
Ground prospecting: 2 geologists, 2 prospectors, 2 helpers, 20 days	20	days	$2,300	$46,000	
Trenching and rock stripping, 4 people, 10 days	10	days	$1,350	$13,500	
Beep-Mat rental, 3 units, 30 days	30	days	$250	$7,500	
Rock saw rental with ancillary equipment	10	days	$300	$3,000	
Line cutting	60	km	$400	$24,000	
Ground mag and EM surveys	60	km	$400	$24,000	
Room and board	160	days	$160	$25,600	
Pick-up truck rental: 2 for 30 days				$4,000	
Helicopter	50	hours	$1,500	$75,000	
Assays	250	assays	$40	$10,000	
Drafting, report				$7,500	
Contingency: 15%				$37,965	
				Total Phase I	**$291,065**
Phase II Drilling	**Quantity**	**Units**	**Unit Cost**	**Total**	
Diamond drilling : 7,500 m	7,500	m	$200	$1,500,000	
Contingency : 15%				$225,000	
				Total Phase II	***$1,725,000***
				Total Phases I and II	***$2,016,065***

In the event of the Minimum Offering, the amount of work that will be done on the Lac Arques Property will be limited to Phase I ($291,065).

Lac Levac Property

Project description and location

The Lac Levac Property is located in the James Bay area of Québec, about 6 km N of the Albanel transmission station, as shown on Figure 1, “Hydro-Québec Facilities”. The Nemiscau airport lies about 55 km by road to the W of the Lac Levac Property.

The Lac Levac Property consists of 228 claims covering a total area of approximately 10,500 ha. The Lac Levac Property Technical Report covers 126 of the 228 claims forming the Lac Levac Property. No amount will be spent by the Corporation on the claims that are not covered in the Lac Levac Property Technical Report.

Golden Goose owns a 100% interest in the Lac Levac Property and holds a renewable exploration permit for its Lac Levac Property claims. All the claims are map-designated claims. Expiration dates of claims range from July

18, 2009 to May 18, 2011. 6 claims have expired on or before August 30, 2009 and are in the process of being renewed.

The Lac Levac Property is not subject to any NSR payable to a third party other than those provided for by law. No information relating to back-in rights was identified in the documents provided by Golden Goose.

Exploration carried out by the Corporation must comply with the Regulation respecting standards of forest management for forests in the public domain (*Règlement sur les normes d'intervention dans les forêts du domaine publique*) ("RNI") and all applicable environmental laws.

Accessibility, climate, local resources, infrastructure and physiography

Access to the Lac Levac Property is provided by the Rupert road, a private gravel road belonging to Hydro-Québec that links Hydro-Québec's Albanel transmission station to Camp Rupert, owned by Société d'Énergie de la Baie James ("SEBJ"). The route to the Lac Levac Property follows the Rupert road N for 4 km, then a small road built by Golden Goose in 2007 for 1.4 km, leading directly to the drilling site. This road is accessible to 4 x 4 trucks.

The Lac Levac Property lies 284 km (by road) N of Chibougamau.

The Nemiscau airport, situated 55 km W of the deposit by road, is served by Air Creebec, which offers daily flights between Montreal and Nemiscau (via Chibougamau) from Monday to Friday.

The rest stop run by the CCDC (Relais Routier Nemiscau) is 40 km W of the Nisk-1 deposit. This rest stop provides mechanical services, food and lodging, as well as fuel. Golden Goose's exploration camp for the 2007 and 2008 drilling programs was set up here, along with the core shack.

The prevailing climate in the Lac Levac area is subarctic, with moderate continental precipitation. There is no permafrost, but the ground can freeze to a depth of 6 m. Winter temperatures can reach as low as –40°C. The months of December, January, February and the first half of March are particularly cold, with temperatures averaging below –20°C. Summer temperatures average around 15°C. Average annual precipitation is 800 mm.

Hydro-Québec has performed hydroelectric development work in the James Bay area. The gravel roads are in good condition and support heavy truck traffic. Electricity is readily available, and the deposit is located just 5.5 km from the Albanel station. Abundant water is available from the many lakes scattered throughout the area. Figure 1, "Hydro-Québec Facilities", shows the location of the Lac Levac Property relative to the Hydro-Québec facilities.

Topographically speaking, the terrain of the Lac Levac Property is slightly rolling. The maximum difference in altitude is 50 m, and the average collar altitude of the holes drilled on the Inco anomaly is about 302 m. There are numerous small lakes and bogs, and some sand, gravel and moraine deposits, although generally speaking, the rock is never very far down (generally less than 10 m).

The area is dominated by boreal forest, characterized by sparse black spruce. There are few trees larger than 30 cm in diameter. Two forest fires in less than 10 years have burned about 80% of the permit forest cover, and the forest in the deposit area therefore has no commercial value.

History

Pursuant to an option agreement dated August 12, 2009, between Golden Goose and the Corporation as amended by an amendment to an option agreement dated November 11, 2009 between Golden Goose and the Corporation (the "Lac Levac Option Agreement"), the Corporation has acquired an option to purchase 100% of the rights, titles and interests held by Golden Goose in two mining properties, namely the Lac Levac Property (228 claims) and the Lac des Montagnes property (353 claims).

The Corporation has paid a non-refundable initial amount of $150,000 to obtain the option and a non-refundable amount $50,000 in consideration for the amendment to the Lac Levac Option Agreement. Pursuant to the Lac Levac Option Agreement, to exercise the option and acquire the Lac Levac Property, the Corporation shall:

(i) pay an amount of $450,000;

(ii) complete an initial public offering of a minimum amount of $3,761,000;

(iii) issue $1,500,000 in Common Shares. The number of Common Shares to be issued is based on the Offering Price at a discounted price equal to the Offering Price less 30%. All Common Shares will be accompanied by a Warrant; and

(iv) issue a $1,000,000 debenture having the following attributes: (i) an 8% annual interest, payable in cash at each anniversary date of issuance of the debenture; (ii) secured by a first rank hypothec on claims #1134013, 1134014 and 1134015 (the “Nisk-1 Claims”); (iii) convertible at any time in units of the Corporation at the Offering Price, each unit being comprised of one Common Share and one warrant being exercisable 24 months after issue at 120% of the price of the Common Shares pursuant to the Offering ($0.60 per Common Share); (iv) redeemable for $500,000 on the 18th month following the issuance and for another $500,000 on the 36th month following the issuance; and (v) redeemable at any time (other than the two dates referred to in (iv) above) at 110% over any outstanding principal amount (plus unpaid and accrued interest thereon).

Pursuant to the Lac Levac Option Agreement, Golden Goose shall have the right to retain a 2% NSR, of which a 1% NSR can be repurchased by the Corporation for an amount of $1,000,000 within the first three years. In addition, the Corporation shall undertake, should it receive a good-faith offer from a third-party for any of the Nisk-1 Claims, not to dispose of any such Nisk-1 Claims without having entitled Golden Goose to purchase such Nisk-1 Claims at the price of such offer.

Golden Goose shall have the right, at all times prior to December 31, 2009, to revoke the grant of the option to the Corporation if it receives a good-faith offer for the Lac Levac Property from a third-party and the board of directors of Golden Goose considers that such new offer is superior to the Corporation’s offer. Should Golden Goose choose to revoke the grant of the option, it shall refund the initial amount of $150,000 and the amount of $50,000 in consideration for the amendment, paid by the Corporation and pay the Corporation a break-up fee of $500,000.

The options granted by Golden Goose to the Corporation pursuant to the Lac Levac Option Agreement is an arm’s length transaction.

The mineralized showing corresponding to the Nisk-1 deposit was discovered by Inco in 1962 following a regional airborne geophysical survey. Inco and Nemiscau Mines drilled 26 holes in 1964 and 1969. The best results of these two drilling programs were as follows (GM-16857 and -25001): (i) Hole 24093: 0.81% Ni and 0.38% Cu/4.92 m; (ii) Hole 25366: 0.76% Ni and 0.74% Cu/7.0 m; (iii) Hole 25301: 0.60% Ni and 0.61% Cu/4.0 m; (iv) Hole 25370: 0.70% Ni and 0.58% Cu/13.1 m; (v) Hole 24097: 0.48% Ni and 0.07% Cu/15.1 m; and (vi) Hole 25374: 0.85% Ni and 0.26% Cu/2.42 m.

The Lac Levac Property was then appropriated by Muscocho, which drilled 16 new holes in 1988. The best results were as follows (GM-47653): (i) Hole LL-88-14: 0.43% Ni and 0.29% Cu/5.35 m; (ii) Hole LL-88-13: 1.27% Ni and 0.58% Cu/6.81 m; (iii) Hole LL-88-15: 0.76% Ni and 0.49% Cu/16.23 m; (iv) Hole LL-88-12: 0.52% Ni and 0.46% Cu/4.49 m.

In 1994, Muscocho merged its activities with those of two other companies, Flanagan McAdam Resources Inc. and McNellen Resources Inc. and in 1996, Muscocho became Golden Goose.

With the recent work by Hydro-Québec, the Nemiscau area is now easily accessible, and electric power is available in proximity to the Lac Levac Property. These developments, combined with the rise in nickel prices, led Golden Goose to resume assessment work on the nickel showing in 2006. Recent exploration work performed by Golden Goose during the period from 2006 to 2008 is described under heading “Exploration” below. Work performed before this period is summarized in Table “Summary of Previous Work, Lac Levac Property” below.

Summary of Previous Work, Lac Levac Property

Year	Company responsible for performing the work	Type of work	Report No.
1962-1963	INCO	Airborne and ground geophysics	
1964	INCO Ltd. (Canico Ltd.)	22 drill holes totaling 3,452 m	GM 16857
1969	INCO Ltd. (Nemiscau Mines Ltd.)	4 drill holes totaling 904 m	GM 25001
1975	SDBJ	Regional soil and stream sediment geochemical survey	
1980	SDBJ	Regional soil and stream sediment geochemical survey	
1981	SDBJ	Regional soil and stream sediment geochemical survey and mapping	
1987	Flanagan McAdam	VLF-EM and total magnetic field geophysical survey	
1988	Flanagan McAdam for Muscocho	16 drill holes totaling 1,842.7 m	GM 47653
1988	Muscocho	1:5,000 and 1:1000 scale mapping	GM 47653
1988	Assayers Laboratories Ltd. for Muscocho	Geochemical analysis of 139 surface rock samples	GM 47653
1988	Bondar-Clegg and Co. for Muscocho	Geochemical analysis of 20 surface rock samples	GM 47653

Based on previous work and the 10 new holes drilled in the winter of 2007, RSW (2007) performed the first resource estimate compliant with Regulation 43-101. The results of this estimate are described in "Exploration" below.

Based on this resource estimate, and on a second one performed by RSW (2008), the Lac Levac showing now qualifies as a "deposit", as the mineralized body is sufficiently well defined and has a high enough grade to contemplate the possibility of economic extraction.

Consequently, hereafter, reference will be made to the NISK-1 deposit, as it was recently designated by Golden Goose. The Lac Levac Property has not yet generated any mineral production.

Geological setting

The regional and local geology of the Lac Levac Property are described under heading "Geological Setting" of "Lac Arques Property" above.

The Lac Levac Property geology is characterized by a band of paragneisses interbedded with amphibolites, in a unit known as the Bande du Lac des Montagnes (the "BLM"). The BLM is 3 to 8 km wide and extends 140 km in a N60 to 65°E direction. The degree of regional metamorphism reaches the amphibolite facies, as seen by the presence of garnet, sillimanite, cordierite, andalusite and staurolite in the local gneisses.

The BLM is bordered to the NW by the Lake Champion terrain and to the SE by the Opatica NE domain. The Lake Champion terrain is composed primarily of granitic rocks: monzonites and biotite-hornblende granodiorites. The Opatica NE domain is dominated by orthogneisses and migmatitic gneisses.

The BLM structure is an overturned syncline.

The Nisk-1 deposit is hosted in an elongated body of serpentinized ultramafic rocks that intrude the BLM paragneiss and amphibolite sequence. The ultramafic rock intrusion is a sill.

The paragneisses and amphibolites on either side of the ultramafic sill are similar. They can be subdivided into a lower paragneiss sequence ("LPS") to the NW of the sill (stratigraphically older) and an upper paragneiss sequence ("UPS") to the SE of the sill (stratigraphically younger).

The ultramafic sill is not a single intrusion. At least two distinct lithological units can be identified. The first, a grey serpentinized peridotite with magnetite veinlets, does not contain any sulphide minerals. The second is a black serpentinized peridotite with chrysotile veinlets. The Ni-Cu-Co-Fe sulphide mineralization is invariably associated with this black serpentinite.

In summary and on average, the sequence intersected by drilling, (striking N164°E with a 50 to 70° plunge to the SE) in the ultramafic body is as follows: (i) 35 m of unmineralized grey serpentinite; (ii) 4 m of unmineralized black serpentinite; (iii) 12 m of massive to disseminated sulphides in black serpentinite; and (iv) 27 m of unmineralized black serpentinite, sometimes alternating with the grey serpentinite, also unmineralized.

In short, while the possibility of multiple intrusions cannot be dismissed, the relationships seen are more easily explained by an unmineralized ultramafic intrusion followed by an ultramafic intrusion mineralized in nickel sulphides.

The lower paragneiss sequence (LPS) and upper paragneiss sequence (UPS) is very similar. Both are composed of biotite-quartz-feldspar gneiss interbedded with amphibolites. These rocks are cut by dikes of different composition (granites, diorites, gabbros). Finally, veins of white pegmatite with tourmaline cut all the lithologies in the area, including the serpentinites and the sulphide mineralization.

The only notable difference between the LPS and the UPS is the presence of biotite and garnet gneiss often present in the wall (SE contact) of the ultramafic body. Garnet is not present in the LPS.

The Lac Levac Property geology is illustrated in Figure 2, “Property Geology” above.

Exploration

In the summer of 2006, Aeroquest conducted an airborne geophysical survey on Golden Goose’s behalf covering an area of 72.7 km^2. This survey resulted in the identification of about 20 conductors, including the one drilled by Inco in 1964. Based on this survey, Golden Goose decided to resume exploration on the Lac Levac Property.

In the fall of 2006, Abitibi Géophysique Inc. (“Abitibi Géophysique”) performed a ground geophysical survey covering 29 km of lines. The purpose of this survey was to locate the conductors more accurately in the field and orient the next drilling program.

From February to April 2007, Golden Goose drilled 13 holes. Three of these holes totaling 569 m were drilled on the “C” anomaly, 14 km NE of the Inco anomaly. These holes failed to identify any significant nickel mineralization.

The ten other holes, totaling 1,932 m, were drilled on the Inco anomaly. They allowed the precise location of the mineralized zone discovered by Inco in 1964 to be determined and the following resource to be estimated:

Category	Tonnage (t)	Ni (%)	Cu (%)	Co (%)	Pt (g/t)	Pd (g/t)
Indicated	516,000	0.89	0.39	0.058	0.14	0.79
Inferred	734,000	0.89	0.34	0.060	0.14	0.77

In May 2007, Gérard Lambert Géosciences Ltée conducted an in-hole Pulse EM survey in 8 of the 10 holes drilled by Golden Goose in the winter of 2007. The purpose of this survey was to locate the best conductors in the Inco mineralized zone (zones of greater width and higher sulphide concentrations).

In the fall of 2007 and the winter of 2008, Golden Goose carried out a major drilling program (53 holes totaling 11,156 m). From mid-October to mid-December 2007, 35 holes totaling 6,912 m were drilled. The program was suspended from mid-December 2007 to mid-January 2008 for the holiday period.

From mid-January to the end of February 2008, 18 new holes were drilled for a total of 4,244 m.

The technical parameters for this drilling are described in “Drilling” below. Added to the 10 holes drilled by Golden Goose in the winter of 2007, these 53 holes outlined the Nisk-1 deposit and led to the above-mentioned resource estimate.

Concurrently with the last drilling program, Abitibi Géophysique conducted a surface InfiniTEM survey covering 1.95 km^2 of the Lac Levac Property. The goal of this survey was to identify the possible E and W extensions of the Nisk-1 deposit and orient the next Golden Goose drilling program.

Mineralization

The Nisk-1 deposit occurs as a layer of sulphides deposited at the base of a black serpentinized peridotite sill with asbestos veinlets. This layer generally strikes N65°E, and dips steeply (75 to 80°) to the NW. To date, the mineralized zone has been traced over a continuous length of nearly 900 m (from section 490 E to 402 W). The deepest hole intersected mineralization at a vertical depth of 330 m. The deposit remains open at depth and both E and W along strike.

The mineralized sulphide zone measures from 0 to 33 m in core length, with an average of 12 m. However, only part of this zone has a high enough nickel grade to be economically mined. Defined this way, the nickel zone (the deposit) measures from 0 to 20.5 m in core length and averages 3.5 m.

The proportion of the nickel-rich zone (>0.4% Ni) within the sulphide zone is highly variable from one hole to the other. In some cases, nearly the entire sulphide zone is nickel-rich. In other cases, the nickel-rich zone only represents a portion of the sulphide zone. The nickel-rich zone can also be found at the beginning, middle or end of the sulphide zone. In most cases, there is only one nickel-rich zone (>0.4% Ni) within the sulphide zone. The main zone of the Nisk-1 deposit consists of the continuity of this zone along strike and at depth. In a limited number of cases, however, there can be two, three or even four nickel-rich zones within the sulphide zone. In this case, the richest nickel zone does not necessarily correspond to the main zone, but may correspond to a small, subsidiary enriched zone that lacks continuity. Consequently, the geological interpretation of each section is critical. It is not enough to simply correlate the highest nickel grades; the lateral and depth continuity of the main zone representing the deposit must be verified and correlated with the appropriate nickel-bearing zone.

The mineralization in the Nisk-1 deposit presents a wide variety of textures, the main ones being: (i) trace sulphides (1 to 2%); (ii) disseminated sulphides (2 to 25%); (iii) semi-massive sulphides (25 to 80%); (iv) massive sulphides (80 to 100%); (v) brecciated, with fragments of black serpentinite in a sulphide matrix; (vi) reticulated (or mesh); (vii) in veins or veinlets, with or without a preferential strike; and (viii) a sulphide matrix with prismatic crystals of secondary olivine (resulting from serpentine recrystallization).

The Nisk-1 deposit also appears to be strongly deformed, based on the following features:

- the deposit is very narrow (average of 2.8 m) relative to its extension along strike (900 m) and at depth (330 m);
- the mineralization often occurs in several alternating layers of disseminated, semi-massive or massive sulphides showing no systematic sequence. The contact between these layers of distinct sulphide concentration is clear and suggests a transposition phenomenon;
- certain holes show sulphide mineralization in the form of intrusions into the UPS. In such cases, fragments of paragneiss are included in a sulphide matrix very similar to those in the serpentinite.

In the Nisk-1 deposit, the sulphide mineralization consists essentially of pyrrhotite (Fe_1-xS), chalcopyrite ($CuFeS_2$), pentlandite [$(Fe, Ni)_9S_8$] and pyrite (FeS_2). In all cases, pyrrhotite is the most abundant sulphide, comprising up to 90 to 95% of the volume in the massive sulphide zones. The concentrations of chalcopyrite, pentlandite and pyrite generally range from 0 to 10%. Magnetite (F_3O_4) is an accessory component in almost all cases, exceptionally reaching a concentration of 25% in some zones.

Petrographic studies and electronic microprobe analyses have shown that:

- Nickel is essentially contained in the pentlandite. The Lac Levac pyrrhotite contains only 0.34% nickel by weight (average of 63 assays). Consequently, a massive sulphide ore consisting of 100% pyrrhotite (without pentlandite) would not even meet the 0.4% Ni cut-off grade used to define the deposit;
- Cobalt appears to only occur in the pentlandite. Besides being rich in nickel, the pentlandite of the Nisk-1 deposit also contains cobalt, with a relatively constant grade of 2.46% Co by weight;
- Copper occurs almost exclusively in the chalcopyrite. Microscopic veinlets of covellite (CuS) and digenite (Cu_9S_5) have been seen in one section of massive sulphides from Hole TF-04-07;
- Palladium occurs as a Bi-Te-Sb-Pd alloy;

- Platinum likely occurs as a platinum/iron alloy. The platinum grains analyzed by microprobe measured about 5 µm and were included in magnetite.

Drilling

The technical parameters for the 53 holes drilled during the Fall 2007-Winter 2008 exploration program are shown in Table "Summary of the Drilling Technical Parameters for the Fall 2007-Winter 2008 Program" below. These parameters are as follows: (i) the hole number; (ii) the section on which it was drilled; (iii) its coordinates (in the UTM, NAD 83 system); (iv) its starting azimuth; (v) its starting angle; (vi) its total length; and (vii) the position of the sulphide zone.

Summary of the Drilling Technical Parameters
for the Fall 2007-Winter 2008 Program

Hole No.	Section No.	Coordinates		Azimuth	Dip	Length (m)	Sulfide mineralization (m)	
		EAST	NORTH				From	To
TF-16-07	0+240E	460 116	5 728 754	164	55	279,0		
							236,0	246,3
TF-17-07	0+440E	460 320	5 728 766	164	50	185,0		
							141,3	146,2
TF-18-07	0+360W	459 595	5 728 397	164	50	101,0	-	-
TF-19-07	0+360W	459 543	5 728 581	164	50	326,0	284,5	291,0
TF-20-07	0+311W	459 648	5 728 392	164	50	71,0	-	-
TF-21-07	0+311W	459 630	5 728 455	164	50	152,0	-	-
TF-22-07	0+238W	459 712	5 728 436	164	50	80,0	23,0	27,3
							32,5	36,9
							42,0	44,0
TF-23-07	0+184W	459 755	5 728 478	164	50	101,0	54,1	56,0
							62,0	62,7
TF-24-07	0+184W	459 745	5 728 514	164	50	167,0		
							116,7	130,4
TF-25-07	0+184W	459 721	5 728 593	164	60	281,0	227,6	246,2
TF-26-07	0+133W	459 811	5 728 469	164	50	92,0	29,0	40,0
TF-27-07	0+311W	459 594	5 728 584	164	55	320,0		
							281,6	296,0
TF-28-07	0+085W	459 793	5 728 702	164	55	106,0	-	-
TF-28b-07	0+085W	459 793	5 728 702	164	55	383,0	337,3	341,0
TF-29-07	0+133W	459 754	5 728 653	164	50	281,0	256,0	260,8
TF-30-07	0+085W	459 826	5 728 594	164	50	179,0	150,7	159,7
TF-31-07	0+085W	459 842	5 728 529	164	55	146,0	71,7	79,3
TF-32-07	0+275W	459 686	5 728 411	164	50	80,0	16,0	18,2
							20,2	28,0
							76,8	80,0
TF-33-07	0+240E	460 153	5 728 622	164	50	101,0	28,8	32,0
							47,7	50,3
TF-34-07	0+275W	459 642	5 728 557	164	55	281,0	238,3	251,0
TF-35-07	0+045W	459 886	5 728 526	164	50	77,0	48,8	57,2
TF-36-07	0+045W	459 865	5 728 598	164	50	179,0	134,3	137,8
TF-37-07	0+045W	459 844	5 728 666	164	55	280,0	-	-
							223,8	243,7
TF-38-07	0+000	459 886	5 728 704	164	50	281,0		
							233,0	236,3
TF-39-07	0+145E	460 067	5 728 584	164	50	93,0	57,8	73,0

Hole No.	Section No.	Coordinates		Azimuth	Dip	Length (m)	Sulfide mineralization (m)	
		EAST	NORTH				From	To
TF-40-07	0+035E	459 916	5 728 714	164	50	283,5	243,0	249,1
TF-41-07	0+091E	459 997	5 728 630	164	50	170,0		
							121,0	133,4
TF-42-07	0+091E	459 958	5 728 732	164	50	271,0		
							232,1	244,9
TF-43-07	0+145E	460 026	5 728 726	164	55	263,0	233,6	250,9
TF-44-07	0+190E	460 098	5 728 638	164	50	131,0	99,4	116,0
TF-45-07	0+190E	460 076	5 728 715	164	50	221,0		
							182,0	189,1
TF-46-07	0+190E	460 062	5 728 763	164	55	299,0	251,0	272,5
TF-47-07	0+240E	460 132	5 728 700	164	50	199,5	145,2	163,6
TF-48-07	0+290E	460 186	5 728 693	164	50	170,0		
							111,0	133,4
							139,6	150,8
TF-49-07	0+340E	460 227	5 728 733	164	50	188,0		
							140,0	152,0
TF-50-07	0+390E	460 281	5 728 723	164	50	200,0	120,4	122,4
							170,2	173,6
TF-51-08	0+490E	460 375	5 728 756	164	50	200,0	129,2	131,0
TF-52-07	0+184W	459 696	5 728 684	164	55	380,0	349,0	356,5
TF-53-08	0+290E	460 202	5 728 635	164	50	101,0	29,9	41,0
TF-54-08	0+290E	460 171	5 728 744	164	55	249,0	220,0	221,1
TF-55-08	0+190E	460 054	5 728 781	164	65	385,0		
TF-56-08	0+240E	460 100	5 728 806	164	55	368,0	320,0	325,0
							338,0	341,5
TF-57-08	0+145E	460 018	5 728 748	164	65	391,0	363,3	369,9
TF-58-08	0+133W	459 750	5 728 675	164	60	380,0		
							304,8	324,8
TF-59-08	0+340E	460 244	5 728 667	164	50	101,0	53,6	56,5
TF-60-08	0+390E	460 297	5 728 664	164	50	101,0	46,3	54,3
TF-61-08	0+240E	460 140	5 728 660	164	50	149,0		
							97,0	110,0
TF-62-08	0+190E	460 105	5 728 610	164	50	101,0	63,2	68,9
TF-63-08		ANNULÉ						
TF-64-08	0+290E	460 155	5 728 795	164	55	347,0		
							292,2	296,9
TF-65-08	0+440E	460 340	5 728 680	164	50	101,0		
TF-66-08	0+490E	460 390	5 728 695	164	50	101,0	40,0	69,0
TF-67-08	0+238W	459 655	5 728 635	164	60	398,0	345,2	350,2
TF-68-08	L 300W	459 155	5 728 295	164	55	200,0		
TF-69-08	L 600W	458 892	5 728 142	164	50	192,2		

Drilling for the Winter 2007 and the Fall 2007 – Winter 2008 exploration programs was carried out by contractor Bradley et Frères, of Rouyn-Noranda. All the drilling was NQ calibre, corresponding to a 48 mm core diameter.

Deviation measurements were taken systematically in each hole. Using a FLEX-IT instrument, azimuth and dip measurements were taken at the end of the casing (start of bedrock), a second measurement 100 m further down, then measurements every 50 m to the end of the hole. Overall, the deviations remained within acceptable limits (a few degrees), the only exception being Hole TF-28-07, which was stopped due to excessive deviation and successfully redrilled later (Hole TF-28b-07).

Core recovery in the sulphide zones (those assayed for Ni, Cu, Co, Pd and Pt) was generally excellent. In many cases, it was 100%, and in most of the holes it was between 95 and 100%. The only notable exceptions were 3-m long sections with recoveries of 65, 83 and 77% respectively in holes TF-15, 29 and 44. In all cases, these are zones where the mineralized black serpentine contains veinlets of chrysotile (asbestos). These veinlets make the rock friable and result in poorer recovery.

In the opinion of the author of the Lac Levac Property Technical Report, these exceptional poor recoveries did not have a significant impact on the Nisk-1 deposit resource estimate.

Sampling and analysis

Sampling of the Nisk-1 deposit was entirely carried out on core from the 63 holes drilled by Golden Goose in 2007-2008. The first step consisted of fully describing the core received from the drilling site.

The Ni-Cu-Co-Pd-Pt mineralization of the Nisk-1 deposit is clearly associated with the presence of sulphides in the serpentinite and occasionally in remobilizations within the paragneiss host rock.

The position of the sulphide zones in each hole is indicated in Table "Summary of the Drilling Technical Parameters for the Fall 2007-Winter 2008 Program" above. The sulphide zones were fully sampled at 0.5 m intervals. In addition, on either side of the sulphide zones, an additional 0.5 m, long sample was taken to ensure that no significant metal grades were missed. This procedure allowed confirmation that the metal grades of economic interest were limited to the sulphide zones. It was also useful in the calculation of the minable reserves, to establish the grade of dilution.

The samples assayed are the half-core obtained using a rock saw. Half the core is transferred to the assay laboratory, and the other half is kept for geological reference purposes. The remaining half-core can also be used for control assays or for metallurgical testing.

The half-core to be assayed was periodically sent to Accurassay.

Given the calibre of the core (NQ) and the average density of the mineralized zone (3.5 g/cm3), a 0.5 m length of half-core corresponds to a sample of about 3 kilograms. A sample of this size is considered sufficient to ensure a representative result given the metal grades involved.

The sample preparation method generally consists of crushing the sample to 90% minus 150 mesh and homogenizing the 250- to 500-gram subsample to be assayed.

All the samples are first assayed using the Induced Coupled Plasma ("ICP") method after aqua-regia digestion. The ICP method provides an initial evaluation of the grades of 36 elements: Ag, Al, As, B, Ba, Be, Bi, Ca, Cd, Co, Cr, Cu, Fe, Hg, K, Li, Mg, Mn, Mo, Na, Ni, P, Pb, S, Sb, Se, Si, Sn, Sr, Ti, Tl, U, V, W, Y and Zn. The detection interval is 1 to 5,000 ppm for Co, Cu and Ni. All the samples for which ICP assaying shows an economically-interesting nickel grade (>5,000 ppm Ni) are reassayed by atomic absorption for Co, Cu and Ni, and by lead fusion fire assay for precious metals (Pd and Pt).

Further details regarding quality control measures and data verification procedures are given in "Security of Samples" below.

Security of samples

All stages of sample preparation were supervised by Golden Goose geological engineer and project manager Marc-Antoine Beaupré. Mr. Beaupré saw to the security of the samples until they were turned over to Kepa Transport, who was in charge of transporting them to Accurassay. This laboratory is certified ISO/IEC 17025 by the Canadian Standards Association.

When Golden Goose decided to resume assessment work on the nickel showing discovered by Inco in 1962, it had the following documents at its disposal: (i) the results of the Aeroquest airborne geophysical survey (2006); (ii) the results of the Abitibi Géophysique ground geophysical survey (2006); (iii) a Muscocho compilation map (1989). This map showed the position of the holes drilled by Inco (1964), Nemiscau Mines (1969) and Muscocho (1988) in relation to a network of lines cut by Muscocho; (iv) aerial photographs of the area at a scale of 1:40,000 dated June 1990. The access roads and areas cleared by Muscocho for drilling in 1988 can be clearly seen on these photos; and (v) the casings of ten old holes located in the field but unidentified.

The coordinates of the ten casings were measured using a GPS (with a precision of 1 to 2 m) in the UTM NAD83 system and transferred to a map. The matching of these holes with those on the Muscocho compilation map allowed them to be identified as holes 24097, 25301, 25312, 25366, 25373, 25374, 25375, 33300, 33298 and 33299A drilled by Inco and Nemiscau Mines from 1964 to 1969.

Once this positioning on the ground was completed, Golden Goose's Winter 2007 drilling program was initiated to confirm the previous values reported by Inco, Nemiscau Mines and Muscocho.

The mineralized zone was intersected at the expected position. Furthermore, the length of the intersections as well as their nickel and copper grades were comparable to those obtained by the previous operators, as appears in Table, "Comparison of Previous Results with those Obtained During GGR's Winter 2007 Exploration Program" below.

Comparison of previous results with those obtained during GGR's Winter 2007 exploration program

INCO and subsidiaries 1964-1969	Muscocho 1988	Golden Goose Winter 2007
Hole 24093: 0.81% Ni and 0.38% Cu/4.92 m	Hole LL-88-14: 0.43% Ni and 0.29% Cu/5.35 m	Hole TF-04-07: 0.93% Ni and 0.57% Cu/11.0 m
Hole 25366: 0.76% Ni and 0.74% Cu/7.0 m	Hole ll-88-13: 1.27% Ni and 0.58% Cu/6.81 m	Hole TF-05-07: 1.40% Ni and 0.43% Cu/20.5 m
Hole 25370: 0.70% Ni and 0.58% Cu/13.1 m	Hole LL-88-15: 0.76% Ni and 0.49% Cu/16.23 m	Hole TF-08-07: 0.82% Ni and 0.26% Cu/7.0 m
Hole 24097: 0.48% Ni and 0.07% Cu/15.1 m	Hole LL-88-12: 0.52% Ni and 0.46% Cu/4.49 m	Hole TF-13-07: 1.69% Ni and 0.77% Cu/2.5 m

All samples from the Winter 2007 and Fall 2007 – Winter 2008 drilling program were assayed by Accurassay, which is ISO/IEC 17025 certified and has its own quality assurance system.

To ensure the reproducibility of its results, Accurassay does a repeat assay on one sample out of ten, taken randomly. Some 118 samples submitted by Golden Goose were therefore reassayed.

As the results for the low-grade nickel samples were less variable than the high-grade samples, the results were interpreted based on two sample categories: (i) 81 samples grading <0.4% Ni (low-grade nickel population); and (ii) 37 samples grading >0.4% Ni (high-grade nickel population).

The reproducibility of the Accurassay results is very good for Ni, Cu (low-grade nickel population), Co and Pd. It is less good for Cu (high-grade nickel population) and Pt.

To ensure that its assays are accurate, Accurassay regularly assays standard samples (ISO 9002 certified) with a very precisely-known concentration of a given element. If this control assay produces the expected result, the results for the sample lot in question are assumed to be accurate. If, however, the assay does not generate the expected result, the measurement device is recalibrated until it does, and all the assays for the sample lot are repeated.

Mineral resource and mineral reserve estimates

The data used to estimate the resource of the Nisk-1 deposit consisted of 1,532 assays for Ni, Cu, Co, Pd and Pt performed by Accurassay. For this resource estimate, only data from recent drilling carried out by Golden Goose in 2007-2008 was taken into consideration. This drilling consists of 63 holes.

The higher Ni grades (>1.60%) show a random distribution in the deposit, and do not define a continuous zone.

The highest Cu grades (>0.80%) show a random distribution, except on sections 0 + 145E to 0 + 240E. It should be noted that the distribution of the high Cu grades is completely independent of that of the high Ni grades.

The highest Co grades (>0.09%) are found in the same areas as the highest Ni grades.

The highest Pd grades (>1.60 g/t) are all found in the E part of the deposit. They form a continuous zone between section 0 + 145 E et 0 + 240 E, measuring a hundred m or so (grades between 1.81 and 3.24 g/t Pd). The highest Pd grades are only partially superimposed on the highest Ni grades.

Contrary to Pd, the highest Pt grades (>0.40 g/t) are found scattered throughout the deposit. They are generally independent from the concentrations of Ni, Cu, Co and Pd. Only a weak partial correlation can be seen with the Pd on section 0 + 240 E.

The highest sulphide concentrations (80 to 100%) correspond imperfectly to the highest nickel grades. The best correlations are found in isolated intersections on sections 0 + 240 E and 0 + 490 E, where high nickel grades are associated with massive sulphides. On the other hand, the sulphide concentration in the zone appears to be independent of the Cu, Pd and Pt grades.

Only platinum goes against the general trend. Although it more or less forms the same two zones as do the four other metals (Ni, Cu, Co and Pd), Pt accumulation is weak on Section 0 + 145 E in the E zone and on Section 0 + 133 W in the W zone.

While the sulphide accumulation is not very significant, it tends to generally track those for Ni, Cu, Co and Pd.

While the Ni, Cu, Pd and Pt are all concentrated in a sulphide zone within the black serpentinized peridotite, the correlation among all these elements is weak. The only good correlation seen is between Ni and Co.

The cross-section method was used for the Nisk-1 deposit resource estimate. In this method, the deposit is cut into a series of section perpendicular to its strike. The surface of the deposit is measured on each of these sections. The surface area obtained is multiplied by the distance between the midpoints to the section on both sides to obtain the volume of the deposit for the zone of influence of the section in question. The volumes of each section are then added together to obtain the total volume of the deposit.

Twenty cross-sections were produced for the resource estimate. These sections are numbered from 0 + 402 W to 0 + 490 E, from W to E. They therefore cover an 892 m length of the mineralized zone.

The cut-off grade used for the resource estimate is 0.4% Ni. No external dilution was considered in the definition of the mineralized intersections in each hole, meaning that each mineralized section starts and ends with a sample grading 0.4% Ni or higher.

The density of each ore block was calculated based on its sulphide content. The measurements by Accurassay showed that the density of the unmineralized serpentinite (no sulphides) is 2.68 t/m^3, while the density of the massive sulphides is 4.53 t/m^3.

The spatial alignment of the mineralized zone (strike and dip) from one section to the next was confirmed using the Auto CAD 3D software, which allows a three-dimensional view of the deposit. This alignment strongly supports the continuity of the mineralized zone in the entire area investigated, both along strike and at depth.

The following calculation was made for each category:

(i) the tonnages for each resource block on a given section are added together to obtain the number of tonnes per section;

(ii) the tonnages of each section are added together to obtain the total number of tonnes for the entire mineralized zone;

(iii) the accumulations (grade x thickness) for each resource block on a given section are added to obtain one accumulation per section;

(iv) the accumulations for each section are added to obtain the total accumulation for the entire mineralized zone; and

(v) the total accumulation (for each element) is divided by the total number of tonnes to obtain the weighted grade of each element for the entire mineralized zone.

A summary of the results of the resource estimate for the Nisk-1 deposit is set forth in Table "Resource Estimate Summary, Nisk-1 Deposit" below.

Resources Estimate Summary, NISK-1 Deposit

Resource Category	Tonnage (t)	Ni (%)	Cu (%)	Co (%)	Pd (%)	Pt (%)
Measured	1,255,000	1.09	0.56	0.07	1.11	0.20
Indicated	783,000	1.00	0.53	0.06	0.91	0.29
Inferred	1,053,000	0.81	0.32	0.06	1.06	0.50

The preliminary metallurgical testing program carried out in 2009 by SGS Lakefield Research Limited laboratory in Lakefield, Ontario ("SGS Lakefiled") has shown that the metal recoveries in the Lac Levac deposit were not optimal: 61 to 68% for Ni, 43 to 62% for Cu, 46 to 52% for Co, 35 to 51% for Pd and 13% for Pt.

Using a 0.4% Ni cut-off grade, the average grade of the measured and indicated resources in the Nisk-1 deposit is 1.06% Ni, 0.55% Cu, 0.07% Co, 1.03 g/t Pd and 0.23 g/t Pt.

Ni accounts for 65.6% of the value of the deposit. Clearly, the profitability of the project depends on the recovery of the Ni. The preliminary tests indicate recoveries in the range of 61 to 68% Ni, which could be increased around 70% according to SGS Lakefield.

When using the average recovery rates from the preliminary metallurgical tests, the value of the recovered metals would be (before any optimization):

- Ni: $ 170.81 /t x 64.5% = $ 110.17/t
- Cu: $ 35.41 /t x 52.5% = $ 18.59/t
- Co: $ 32.70 /t x 49.0% = $ 16.02/t
- Pd: $ 11.54 /t x 43.0% = $ 4.96/t
- Ni: $ 10.07 /t x 13.0% = $ 1.31/t
- TOTAL: $ 150.85/t

This value of $ 150.85/tonne clearly suggests that economic extraction can be contemplated, which is the definition of a mineral resource.

From an environmental perspective, the main factors to consider are the following: (i) the deposit is in an unpopulated zone; (ii) this zone is, however, occasionally inhabited by winged and land wildlife. Measures will have to be taken to minimize the impact of the operation on these animals; (iii) the mineralized zone lies near two lakes: a small lake to the S and a larger one to the N. Appropriate measures will have to be taken to preserve water quality and protect aquatic wildlife; (iv) the waste rock will undoubtedly generate acid mine drainage (AMD), as it contains abundant sulphides. Measures will have to be taken to control AMD; and (v) if a concentrator is built on the mine site, the tailings will have to be sent to a tailings pond, unless they are sent back underground as fill. Any tailings pond will have to comply with applicable regulations.

The economic feasibility of the project will also rely heavily on a commercial agreement with a smelter operator who will agree to refine the metals in the concentrate. Concentrate transport and smelting costs would have to leave sufficient profit for the mine operator. Finally, an agreement would be required with a buyer of the metals produced by refining the concentrate. This last item should not cause any problem, as there is presently very strong demand for refined metals.

Mining operations

The Lac Levac Property has not reached a development or production stage. No information pertaining to mining operations are therefore available.

Exploration and development

Golden Goose has carried out metallurgical testing on the Nisk-1 mineralized zone. The work was performed at SGS Lakefield. The goal of these tests was to produce a commercial concentrate with maximum recovery of Ni, Cu, Co, Pd and Pt. SGS Lakefield has also tested the possibility of producing separate Ni and Cu concentrates.

The preliminary metallurgical tests conducted by SGS Lakefield give Ni recoveries in the range of 61% to 68%, which could be increased around 70% by further testing.

Table “Budget” below shows the details of the two phase program ant the budget for the recommended work.

Budget

Description of work	Quantities	Units	Unit Cost	Total	Cumulative
Phase 1					
Preparation of a new sample for further metallurgical testing (geologist and assistant, including expenses)	2	weeks	$ 6,500	$ 13,000	$ 13,000
Complementary metallurgical testing to optimize the concentration process	1	unit	$ 25,000	$ 25,000	$ 38,000
In hole Pulse EM survey, including report	1	survey	$ 40,000	$ 40,000	$ 78,000
Deep drilling (500 m vertical) on the Nisk-1 deposit : 5 holes x 700 m	3,500	m	$ 120	$ 420,000	$ 498,000
Core logging and sampling : two geologists plus an assistant, including expenses	1.5	month	$ 40,000	$ 60,000	$ 558,000
Analyses	350	analyses	$ 25	$ 9,375	$ 567,375
				Total for Phase I :	**$ 567,375**
Phase II					
Deep drilling (500 m vertical) on the Nisk-1 deposit : 5 holes x 700 m	3,500	m	$ 120	$ 420,000	$ 420,000
Core logging and sampling : two geologists plus an assistant, including expenses)	1.5	month	$ 40,000	$ 60,000	$ 480,000
Analyses	350	analyses	$ 25	$ 9,375	$ 489,375
Evaluation of geophysical anomalies	1	month	$ 20,000	$ 20,000	$ 509,375
Shallow drilling on the best anomalies : 10 holes X 200 m	2,000	m	$ 100	$ 200,000	$ 709,375
Core logging and sampling : two geologists plus an assistant, including expenses)	1	month	$ 40,000	$ 40,000	$ 749,375
Analyses	250	analyses	$ 25	$ 6 250	$ 755,625
Update of the Nisk-1 deposit resources, report	1		$ 50,000	$ 50,000	$ 805,625
Preliminary assessement	1		$ 50,000	$ 50,000	$ 855,625
				Total for Phase II :	**$ 855,625**
				Total Phases I and II:	**$ 1,423,000**

In the event of the Minimum Offering, the Corporation will complete Phase I of the recommended work.

Whabouchi Property

Project description and location

The Whabouchi Property is located in NTS sheet 32O12. The center of the Whabouchi Property is located approximately 18 km E of the Nemiscau airport, as shown on Figure 1, “Hydro-Québec Facilities”.

The Whabouchi Property consists of one block totaling 59 map-designated claims covering an area of 1,601.44 ha.

Expiry dates for the claims, except for the seven additional map-designated claims mentioned in “History” below, extend from November 2, 2009 to April 15, 2011. Claims that have expired on or before November 2, 2009 are in the process of being renewed by their owner. An amount of $1,368 in accrued work exists on the Whabouchi Property. A minimum of $82,432 in exploration expenditures will be required for the next renewal, along with mining duties of $3,380. Claims due in November 2009, are in the process of being renewed.

To the knowledge of the author of the Whabouchi Property Technical Report, there are no environmental liabilities pertaining to the Whabouchi Property.

No mineralized zones with identified resources have been reported on the Whabouchi Property.

The only permit required to explore the Whabouchi Property is the usual forestry management permit. The Corporation should also respect all the environmental laws applicable to the type of work done.

Accessibility, climate, local resources, infrastructure and physiography

The Whabouchi Property is easily accessible, as the Route du Nord crosses the N part of the Whabouchi Property. This road originates in the town of Chibougamau, approximately 280 km to the SSE, and leads to the village of Nemaska and the Route de la Baie-James. A power line also crosses the Whabouchi Property along the "Route du Nord". The spodumene-bearing pegmatite that is the main exploration target on the Whabouchi Property is located approximately 1 km S of the road. Finally, the Whabouchi Property is covered by the cellular network operated by Bell Mobility, Telebec and Telus.

The climate of the area is sub-arctic. This climate zone is characterized by long, cold winters and short, cool summers. Daily average temperature ranges from -20°C in January to +17°C in July. Break-up usually occurs early in June, and freeze-up in early November.

There is no mining infrastructure on the Whabouchi Property. However, Hydro-Québec has several facilities in the area of the Whabouchi Property, including the Poste Albanel electrical station. The village of Nemaska, and Relais Routier Nemiscau of the CCDC, located respectively 30 km and 12 km to the W, can also be used to house workers and service the Whabouchi Property. The Nemiscau airport, located 18 km W, is serviced by Air Creebec and chartered flights. Figure 1, “Hydro-Québec Facilities” above, shows the Hydro-Québec facilities in the Whabouchi Property area.

The Whabouchi Property shows a relatively flat topography, except for the spodumene-bearing pegmatite ridge, which shows a maximum elevation of 325 m above sea level. The lowest point of the Whabouchi Property shows an elevation of 275 m. The average elevation is approximately 300 m above sea level. Approximately 15% of the Whabouchi Property is covered by lakes and rivers. Like much of this area, the Whabouchi Property is covered by a mix of swamp and forest, the latter consisting of black spruce. Part of the Whabouchi Property was devastated by a forest fire several years ago. As observed in the holes drilled in the vicinity of the Whabouchi Property, the overburden thickness varies from 0 to 25 m, the deepest overburden being located in the S part of the Whabouchi Property. Finally, at this latitude, there is no permafrost.

History

The Whabouchi Property is the result of the two different agreements described below:

Victor Cantore

An acquisition letter was signed between Mr. Victor Cantore ("Cantore") and the Corporation on September 17, 2009 (the "Whabouchi Purchase and Sale Agreement"). The acquired property (16 map-designated claims of the Whabouchi Property) was bought for $10,000 paid in cash, and 2,100,000 Common Shares, at a deemed price of $0.10 per Common Share, plus a commitment to pay the fees and fund the exploration work needed for claim renewal. Additional conditions are also defined in the acquisition letter, as follows:

- $200,000 to be paid to Cantore on the Closing Date or in the event that the property covered in the Whabouchi Purchase and Sale Agreement is the subject of a spin-off, if realized before the Closing Date.

Furthermore, a maximum of $1,400,000 or 1,400,000 Common Shares, at a deemed price of $0.10 per Common Share, might have to be paid and issued to Cantore according to certain exploration investments and results attained on the claims.

For further details about such exploration investments and results to be attained, see the heading "Selected Financial Information and Management's Discussion and Analysis – Commitment – Whabouchi Property".

A 3% NSR remains attached to the Cantore's claims, of which 1% may be bought back for $1 million. In case of a spin-off of the property covered in the Whabouchi Purchase and Sale Agreement, Cantore will receive 10% of proceeds received by the Corporation, subject to a minimum of $100,000, and 1,000,000 shares of the newly formed subsidiary.

The Corporation has agreed with the TSXV not to initiate a spin-off of the property covered in the Whabouchi Purchase and Sale Agreement for as long as its securities will be listed on the TSXV. However, should the Corporation decide that it would be appropriate for its activities to spin-off an asset, it would not be claims under the Whabouchi Purchase and Sale Agreement and therefore no payments would have to be made to Cantore pursuant thereto.

The acquisition of the Whabouchi Property by the Corporation pursuant to the Whabouchi Purchase and Sale Agreement is an arm's length transaction.

Golden Goose

The Lac Levac Option Agreement that was signed with Golden Goose covers all the 581 claims held by Golden Goose in the Nemiscau area, namely the Lac Levac Property and the Lac des Montagnes property, including the Nisk-1 Ni-Cu deposit. The Whabouchi Property is located in the NE part of the Lac des Montagnes property and part of the Whabouchi Property is formed of 43 map-designated claims covered by the Lac Levac Option Agreement.

The terms and conditions of the Lac Levac Option Agreement are described under heading "Property Description and Location" of "Lac Levac Property" above.

The Corporation has filed a notice of map designation for seven additional claims located in NTS sheets 32012 and 32014. These additional claims have been map-designated on October 5, 2009 (3 claims) and on October 10, 2009 (4 claims). As of the date of this Prospectus, the registrar appointed under the *Mining Act* (Québec) has not issued any decision with respects to such notices of map designation.

The exploration history of the Whabouchi Property is summarized in Table, "History" below.

History

Year	Company	Exploration	Results
1962-1963	Canico Inc. ("Canico") GM 57880	5 holes totaling 463.11 m drilled on the spodumene-bearing pegmatite	Best assay result of 1.44% Li_2O over 83.2 m.
1973	James Bay Nickel Ventures GM 34021	Summary report geological reconnaissance July-August 1973	Large-scale geological reconnaissance survey
1974	SDBJ GM 34044	Lake sediment geochemistry	Large scale geochemical survey
1975	SDBJ GM 34046	Geochemical report on a lake sediment survey, Bereziuk Lake, Eastmain River and Rupert River areas	Large scale geochemical survey
1976	SDBJ GM 34047	126maps from a geochemical survey (lake sediment), Bereziuk Lake, Eastmain River and Rupert River areas	Large scale geochemical survey
1978	SDBJ GM 34175	Verification of geochemical Anomalies	Exploration oriented toward the search for U_3O_8 bearing pegmatites
1978	SDBJ GM 38134	Report on a spodumene-bearing pegmatite.	Examination of the pegmatite. Channel sampling recommended. Gold prospection along the S shore of Lac des Montagnes.
1980	SDBJ GM 37998	Lien Project. Regional Lithium Exploration.	Li prospection oriented by a large-scale geochemical survey. The Whabouchi spodumene-bearing pegmatite was examined. (large-scale prospecting)
1981	SDBJ GM 38445	Regional magnetic and airborne Input survey.	Covered part of the Whabouchi Property
1982	SDBJ GM 39991	Geology and geophysics (Mag + MaxMin) targeted on Input anomalies.	Three grids surveyed: Grid 6 was S of Lac du Spodumène. Other grids were located several km to the E.
1987	Westmin GM 45242	Dighem III survey, Nemiscau project	Small airborne survey immediately E of the property.
1987	Muscocho GM 44641	Geophysical survey (Mag) over the Lac des Montagnes property	Covered the pegmatite area. A weak magnetic anomaly was observed over the Li-bearing pegmatite.
1987	Muscocho GM 46065	VLF survey over the Lac des Montagnes property	Covered the pegmatite area, which is represented by a weakly-conductive area due to the pegmatite or its contacts.
1988	Muscocho GM 47429	14-hole drilling program, with 11 holes drilled on the property. The remaining 3 holes were drilled just S of the property.	Several arsenic anomalies observed, up to 3,750 ppm in Hole ML-88-8. Traces of spodumene were also observed in a small pegmatite in Hole ML-88-04.
2002	Inco GM 59815	Spodumene Lake Project, Rock Sampling and Assaying, Assessment report	Exploration oriented toward tantalum potential. 11 channel and 7 grab samples returned values up to 0.026% Ta over 1.0 m. Li_2O assays varied from 0.3% to 3.72%.
2008	Golden Goose GM 69939	Property visit on the Valiquette and chromite showings	Property visit just S of the Whabouchi Property. The Li-bearing pegmatite was not visited.

Geological setting

The regional and local geology of the Whabouchi Property are described under heading "Geological Setting - Lac Arques Property" above.

The Whabouchi Property is located in the NE part of the Lac des Montagnes Formation, which is approximately 7 km wide in this region. From the NW to the SE, the Whabouchi Property is underlain by the Champion Lake granitoïds, a grey oligoclase gneiss and finally the Lac des Montagnes Formation. The last covers the SE half part of the Whabouchi Property and is composed of quartz rich paragneiss and biotite-sillimanite-staurotide and garnet-bearing schist.

The Whabouchi spodumene-bearing pegmatite is located in the middle of the Whabouchi Property, between Lac du Spodumene and Lac des Montagnes. The known part of the pegmatite occurs on the 16 claims acquired by the Corporation pursuant to the Whabouchi Purchase and Sale Agreement, which are 100% held by the Corporation, as shown on Figure 3, "Sampling and Historical Drilling Results" below. The pegmatite strikes in a NE-SW direction, and is contained in the oligoclase gneiss. Its size was estimated at approximately 900 m long and 300 m wide (SDBJ GM 38134). The spodumene crystals are light green and can be up 30 cm in length. Given the little exploration done to date and the scattered nature of the outcrops, it is impossible to confirm whether the spodumene-bearing pegmatite is a single occurrence or a swarm of pegmatites.

The Whabouchi Property geology is illustrated in Figure 2, "Property Geology", above.

Exploration

The Corporation has not carried out systematic exploration program on the Whabouchi Property since the date of the Whabouchi Property Technical Report. However, during the site visit, 9 samples were taken and analyzed for Li_2O and BeO.

Donald Théberge, Eng., MBA, visited the Whabouchi Property on September 20, 2009, and spent approximately 4 hours on the Whabouchi Property. To speed up the visit a helicopter was used to get from the Nemiscau airport to the Whabouchi Property.

Several outcrops of spodumene-bearing pegmatites were observed and sampled. Nine samples were taken for assaying. A Pionjär portable drill was used to drill small blast holes, then rock samples were collected. The sample coordinates and results obtained are given in Table "Assay Results Obtained from Sampling During the Whabouchi Property Visit" below.

Assay Results Obtained from Sampling During the Property Visit

Sample #	UTME	UTMN	Li%	Li2O%	Be%	BeO%
946501	441,004	5,725,932	0.68	1.46	0.025	0.069
946502	441,055	5,725,947	1.17	2.51	0.021	0.058
946504	441,111	5,726,025	0.68	1.46	0.018	0.0499
946505	441,143	5,726,003	1.22	2.62	0.015	0.042
946506	441,157	5,726,003	0.94	2.02	0.020	0.056
946508	441,238	5,726,092	0.55	1.18	0.017	0.047
946511	441,450	5,726,100	2.93	6.3	0.0009	0.0025
946512	441,642	5,726,340	2.15	4.63	0.180	0.499
946513	441,672	5,726,359	1.72	3.7	0.028	0.078

Laboratory results were indicated as Li%, and Be% to make them comparable to the results obtained by Canico and Inco. The author transformed them from metal to oxide (Li_2O% and BeO%) using factors of 2.153 for Li and 2.775 for Be.

The author of the Whabouchi Property Technical Report cannot comment on the reliability of data concerning the historical work, as no description of the sampling method, security of samples or analytical protocol are provided in the available reports. The only exploration done by the Corporation consisted in 9 samples taken during the visit of the Whabouchi Property. The sampled sites were chosen by the author of the Whabouchi Property Technical Report, and representative samples were taken under his supervision. No breach of security was observed by the author of the Whabouchi Property Technical Report in the samples handling, nor by SGS Lakefield. The Li_2O results obtained correspond to the percentage of spodumene observed in the samples. The author of the Whabouchi Property Technical Report considers that the sampling and results obtained are reliable.

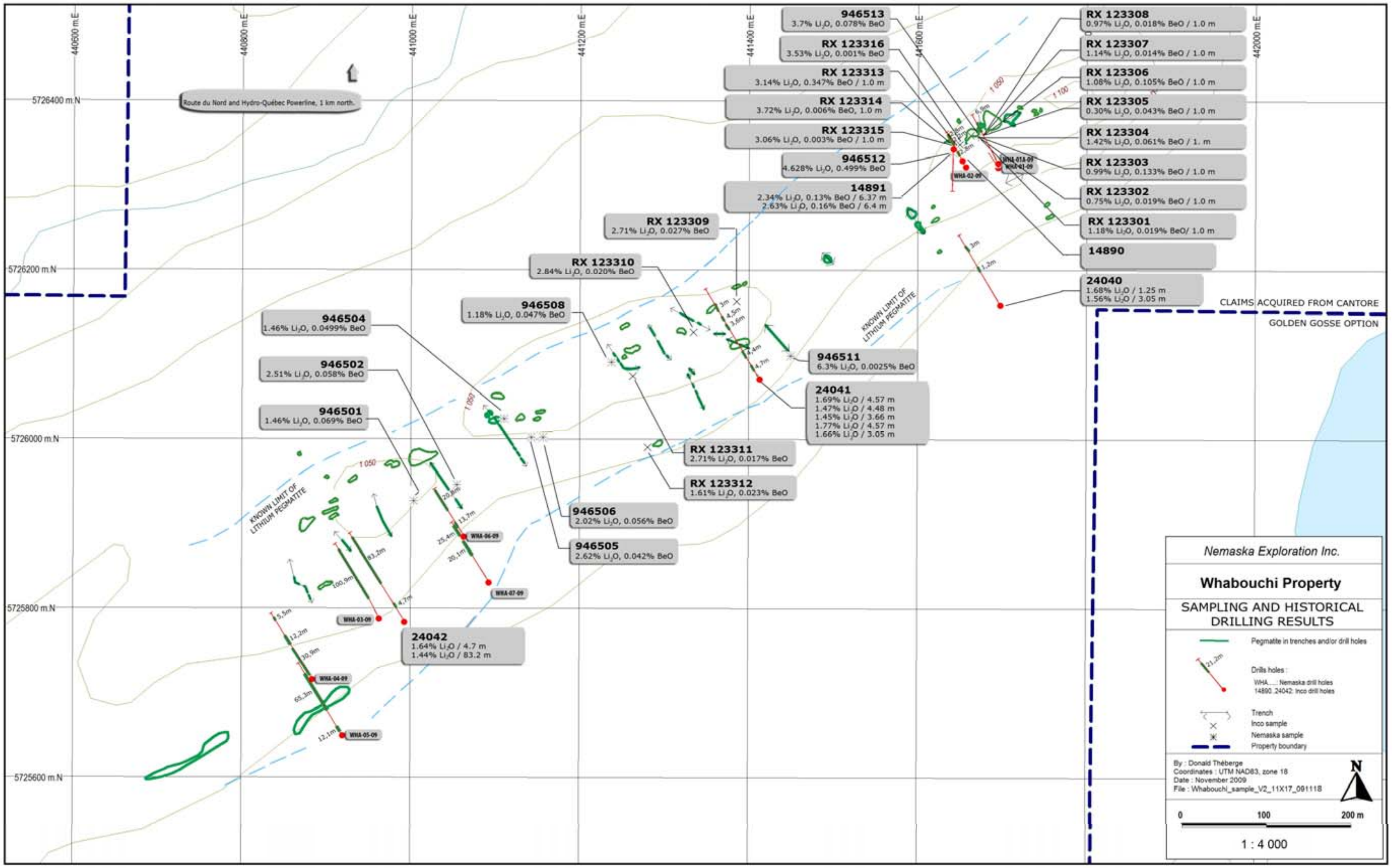
Mineralization

With the exception of the Li_2O mineralization discovered by Inco 1962-1963, no other mineralization has been found.

Drilling

In 1962-63, Inco reported 5 holes drilled on the Whabouchi spodumene-bearing pegmatite, totaling 463.11 m. In 1988, Muscocho drilled 14 holes, with 11 of them totaling 1,218.44 m located in the S part of the Whabouchi Property. The positions of the holes are indicated in Figure 3, “Sampling and Historical Drilling Results” below. As of the date of the Whabouchi Property Technical Report, no diamond drilling had been done by the owner of the Whabouchi Property. On or about October 28, 2009, the Corporation will have completed approximately 800 m of drilling on the Whabouchi Property.

FIGURE 3


Nemaska Exploration Inc.
Whabouchi Property
SAMPLING AND HISTORICAL DRILLING RESULTS
Pegmatite in trenches and/or drill holes
Drills holes :
WHA.....: Nemaska drill holes
14890..24042: Inco drill holes
Trench
Inco sample
Nemaska sample
Property boundary
By : Donald Théberge
Coordinates : UTM NAD83, zone 18
Date : November 2009
File : Whabouchi_sample_V2_11X17_091118
N
0
100
200 m
1 : 4 000
Route du Nord and Hydro-Québec Powerline, 1 km north.
CLAIMS ACQUIRED FROM CANTORE
GOLDEN GOSSE OPTION
KNOWN LIMIT OF LITHIUM PEGMATITE
440600 m.E
440800 m.E
441000 m.E
441200 m.E
441400 m.E
441600 m.E
442000 m.E
5726400 m.N
5726200 m.N
5726000 m.N
5725800 m.N
5725600 m.N
946513
3.7% Li2O, 0.078% BeO
RX 123316
3.53% Li2O, 0.001% BeO
RX 123313
3.14% Li2O, 0.347% BeO / 1.0 m
RX 123314
3.72% Li2O, 0.006% BeO, 1.0 m
RX 123315
3.06% Li2O, 0.003% BeO / 1.0 m
946512
4.628% Li2O, 0.499% BeO
14891
2.34% Li2O, 0.13% BeO / 6.37 m
2.63% Li2O, 0.16% BeO / 6.4 m
RX 123308
0.97% Li2O, 0.018% BeO / 1.0 m
RX 123307
1.14% Li2O, 0.014% BeO / 1.0 m
RX 123306
1.08% Li2O, 0.105% BeO / 1.0 m
RX 123305
0.30% Li2O, 0.043% BeO / 1.0 m
RX 123304
1.42% Li2O, 0.061% BeO / 1. m
RX 123303
0.99% Li2O, 0.133% BeO / 1.0 m
RX 123302
0.75% Li2O, 0.019% BeO / 1.0 m
RX 123301
1.18% Li2O, 0.019% BeO/ 1.0 m
14890
24040
1.68% Li2O / 1.25 m
1.56% Li2O / 3.05 m
RX 123309
2.71% Li2O, 0.027% BeO
RX 123310
2.84% Li2O, 0.020% BeO
946508
1.18% Li2O, 0.047% BeO
946504
1.46% Li2O, 0.0499% BeO
946502
2.51% Li2O, 0.058% BeO
946501
1.46% Li2O, 0.069% BeO
946511
6.3% Li2O, 0.0025% BeO
24041
1.69% Li2O / 4.57 m
1.47% Li2O / 4.48 m
1.45% Li2O / 3.66 m
1.77% Li2O / 4.57 m
1.66% Li2O / 3.05 m
RX 123311
2.71% Li2O, 0.017% BeO
RX 123312
1.61% Li2O, 0.023% BeO
946506
2.02% Li2O, 0.056% BeO
946505
2.62% Li2O, 0.042% BeO
24042
1.64% Li2O / 4.7 m
1.44% Li2O / 83.2 m
WHA-02-09
WHA-03-09
WHA-04-09
WHA-05-09
WHA-06-09
WHA-07-09
1 050
1 100

Sampling and analysis

The sampling method and approach were not described in the reports preceding the Whabouchi Property Technical Report.

All the sampling was done under the supervision of the author of the Whabouchi Property Technical Report.

As the pegmatite is hard to break, holes were drilled with a portable Pionjär drill, then blasted. Pieces of blasted rock representative of the outcrop were put in a labelled bag. At the end of the day, samples were brought back to the Nemiscau airport, then to Québec City, and were later sent to the SGS Lakefield laboratory in Toronto for analysis.

The Determination of Li in ores, geological and metallurgical products by sodium peroxide fusion and atomic absorption spectroscopy (AAS) was performed by SGS Lakefield laboratory as follows:

The unit of parameter measured was Li(%), the typical sample size was 0.25g. ores, metallurgical products and geological samples were used. 0.25g of sample was mixed with sodium peroxide in a zirconium crucible. The sodium peroxide and sample was fused until they formed a homogenous melt. The fusion melt was then cooled and re-dissolved in dilute hydrochloric acid. The fused and re-dissolved sample was then ready for analysis by atomic absorption. The prepared samples were analyzed by flame atomic absorption spectroscopy. Data were then reduced by computer, on line and data fed to the Laboratory Information Management System with secure audit trail. The detection limit of Li was 0.001%

The determination of refractory Metals (AI, Be, Ca, Cr, Fe, Mg, Mn, Si, Sn, Ti, V, W) in ores, geological and metallurgical products by sodium peroxide fusion and ICP-OES was performed by SGS Lakefield laboratory as follows:

The unit of parameter measured was AI, Be, Ca, Cr, Fe, Mg, Mn, Si, Sn, Ti, V, W (%), the typical sample size was 0.1g ores, metallurgical products and geological samples were used. 0.1 g of sample was mixed with sodium peroxide in a zirconium crucible. The sodium peroxide and sample were fused until they formed a homogenous melt. The fusion melt was then cooled and re-dissolved in dilute hydrochloric acid. The fused and re-dissolved sample was then ready for analysis by ICP-OES. The prepared samples were analyzed by ICP-OES. Data were then reduced by computer, on line and data fed to the Laboratory Information Management System with secure audit trail. The detection limits were the following: Al (0.008), Be (0.0008), Ca (0.04), Cr (0.04), Fe (0.008), Mg (0.003), Mn (0.002), Si (0.03), Sn (0.08), Ti (0.0008), V (0.008), W (0.08).

For the determination of Li in ores, geological and metallurgical products, the quality control measures were as follows:

Preparation blanks, duplicates and reference materials were prepared with every batch of 20 samples. An instrument blank, calibration and secondary check solutions were analyzed with each batch of 10 samples.

For the determination of refractory metals in Ores, geological and metallurgical products the quality control measures were the following:

Two preparation blanks per 20 samples; 1 duplicate per 20 samples; 1 certified reference material per 20 samples; calibration materials that cover the linear range; one instrument blank per 14 samples, secondary source materials that cover the linear range for every 14 samples.

Security of samples

No breach of security was observed by the author of the Whabouchi Property Technical Report or reported by SGS Lakefield laboratory.

Mineral resource and mineral reserve estimates

As the Whabouchi Property is still in an early exploration stage, mineral resources and mineral reserve estimates have never been done.

Mining operations

As the Whabouchi Property is still in an early exploration stage, mineral processing and metallurgical testing have never been done.

Exploration and development

To systematically explore the spodumene-bearing pegmatite, a two-phase exploration program is suggested.

Table “Budget” below, shows the details of the two phase program ant the budget for the recommended work.

On October 28, 2009, the Corporation has completed the work described in Table “Budget” below: line cutting, trenching, channel sampling and 800 m of diamond drilling. The drilling resulted in the collecting of more than 400 samples, which were sent for assaying.

Budget

Phase I	**Quantity**	**Units**	**Unit Cost**	**Total**	
Line cutting and trenches					
Line cutting (control grid) on the spodumene bearing pegmattie	3	km	$500	$1,500	
Trenches (shovel and pumps rental)				$20,000	
Channel sampling (30 channels, 10 m in length)					
Samples, preparation and assaying	300	samples	$60	$18,000	
Buying of two rock saws	2	rock saws	$1,000	$2,000	
Buying of two water pumps	2	pumps	$1,000	$2,000	
Saw blades	14	blades	$450	$6,300	
Workforce for 30 days					
Geologist	30	days	$600	$18,000	
Technicians (2)	60	days	$350	$21,000	
Helpers (2)	60	days	$250	$15,000	
Room and board for 30 days	150	days	$160	$24,000	
Pick-up truck rental 30 days				$4,000	
ATV and ancillary equipment rental				$5,000	
Diamond Drilling					
Verification and control drill holes 200$/m all inclusive	1600	m	$200	$320,000	
Helicopter-borne survey					
Helicopter-borne EM, Mag and spectrometric survey, on 50m spaced flight lines, including mobilization and demobilization, interpretation and report	600	km	$160	$96,000	
Contingencies, 15%				$82,920	
			Total Phase I		***$635,720***
Phase II					
Diamond drilling					
4000 m at 200$/m all inclusive	4000	m	$200	$800,000	
Contingencies, 15%				$120,000	
			Total Phase II		***$920,000***
			Total Phase I and II		***$1,555,720***

The two phases of work will be completed by the Corporation in case of both the Minimum Offering and the Maximum Offering.

The major part of the exploration work will be performed on the claims acquired by the Corporation pursuant to the Whabouchi Purchase and Sale Agreement.

Kativik Property

Description of the property

The Kativik Property is composed of 1,361 claims divided in fifteen different groups of claim blocks covering an area of 65,100 ha. The Kativik Property is located in Northern Québec.

Pursuant to a letter of intent dated November 12, 2007 entered into between Kativik Resources Inc. ("Kativik") and Azimut Exploration Inc. ("Azimut"), as amended by an amendment letter dated December 14, 2009 signed by the Corporation and Azimut (the "Kativik Option Agreement"), Azimut has granted to Kativik an option to acquire an initial 50% interest in the Kativik Property for the following consideration:

i) a total amount of $440,000 being payable in five installments, three of which have been paid as of November 15, 2007, 2008 and 2009, and two of which are due as of November 15, 2010 and 2011. The installment being due as of November 15, 2010 has been replaced by the issuance of 160,000 Common Shares of the Corporation in favor of Azimut on January 15, 2010. An amount of $200,000 has been paid as of the date of the Prospectus;

ii) an amount of $200,000, which has been paid by Kativik instead of the issuance of $200,000 in common shares of Kativik in accordance with the Kativik Option Agreement;

iii) an amount of $100,000 being payable either in cash or in common shares of Kativik on February 15, 2011;

iv) a total amount of $5,000,000 as minimum work expenditures on the Kativik Property, of which $1,000,000 shall be spent during the first year commencing on November 15, 2007; $700,000 during the second year thereafter; $900,000 during the third year thereafter; $1,200,000 during the fourth year thereafter; and $1,200,000 during the fifth year thereafter. An amount of $890,000 has already been spent on the Kativik Property and all payments and expenses to be made prior to February 15, 2011 have been postponed to this date.

Pursuant to a purchase and sale agreement dated October 9, 2009 between Kativik and the Corporation, Kativik has transferred all of its rights and obligations in the Kativik Option Agreement to the Corporation for the following consideration:

i) 3,000,000 Common Shares have been issued by the Corporation in favor of Kativik at a deemed price of $0.10 per Common Share;

The Corporation has agreed to pay for the preparation of geophysical and prospecting reports, up to an amount of $20,000, at the latest on January 15, 2010.

On December 8, 2009, Azimut Inc. has issued a press release confirming assays results pertaining to the work done on some of the blocks forming the Kativik Property. The results as released by Azimut are the following:

Uranium assay results for all 25 rock samples collected at the Kativik Property include:

- 10 samples with values higher than **0.05%** $\mathbf{U_3O_8}$, including 5 samples with values above **0.1%** $\mathbf{U_3O_8}$
- 6 samples with values from **0.01%** to **0.05%** $\mathbf{U_3O_8}$
- 9 samples with values less than **0.01%** $\mathbf{U_3O_8}$

Grab samples of interest have been collected from outcrops on the following claim blocks:

<u>Giraud A block</u>

0.25 % U_3O_8 and 0.12 % Pb

<u>Giraud B block</u>

0.08 % U_3O_8 and 0.35 % REE_2O_3

0.09 % U_3O_8

<u>Giraud C block</u>

0.27 % U_3O_8, 0.67 % ThO_2, 146.0 g/t Ag, 2.89 % ZrO_2 and 0.14 % Pb,

<u>Giraud D block</u>

0.12 % U_3O_8, 2.73 % ThO_2, 10.6 % REE_2O_3, 0.77 % Y_2O_3, 14.3 % P_2O_5 and 0.10 % Pb

0.19 % U_3O_8, 0.3 % ThO_2, 110.0 g/t Ag, 1.90 % ZrO_2 and 0.18 % Pb

0.24 % U_3O_8, 0.16 % ThO_2, 0.44 % ZrO_2 and 0.15 % Pb

0.10 % U_3O_8

In 2009, Géophysique Camille St-Hilaire Inc. prepared a geophysical report that reviewed the magnetic and spectrometric data acquired during a 2008 helicopter-borne survey by Géophysique GPR International Inc. totalling 3,007 line-km over 11 claim blocks. Twenty-five (25) anomalies were identified, distributed as follows: 9 first-priority anomalies on Gamard and Giraud; 6 second-priority anomalies on Giraud and Vallard; and 10 third-priority anomalies on Gamard, Giraud and Vallard."

The press release was prepared by geologist Jean-Marc Lulin acting as Azimut's Qualifying Person under Regulation 43-101.

The option granted by Kativik to the Corporation pursuant to the Kativik Option Agreement is an arm's length transaction.

No amount raised pursuant to the Offering will be used to fund the acquisition of the Kativik Property by the Corporation nor will any such amounts be used to fund the minimum work expenditures required on the Kativik Property or otherwise be spent on the Kativik Property.

USE OF PROCEEDS

The net proceeds to the Corporation from the Offering are estimated to be approximately $3,260,120 in the case of the Minimum Offering and $7,159,779.20 in the case of the Maximum Offering after deducting the Agent's cash commission, the estimated expenses of the Offering of which $125,000 has already been paid and non-refundable corporate finance fees of $50,000, $25,000 of which has already been paid to the Agent and $25,000 remains to be paid to the Agent at the Closing Date. The estimated working capital as at November 30, 2009 is $200,000 and $75,000 will be added from the subscription by Nemaska Development Corporation ("NDC") of 750 000 Common Shares at a price per share of $0,10 the day after the receipt for this Prospectus received. See" Prior Sales".

The Corporation intends to use the net proceeds of the Offering and the estimated working capital of 275,000 as follows:

Use of Proceeds	Minimum Offering	Maximum Offering
Payment for the option granted by Golden Goose to acquire the Lac Levac Property	$450,000	$450,000
Payment for the acquisition of the Whabouchi Property	$200,000	$200,000
Balance of the purchase price of the Lac Arques Property	$200,000	$200,000
Exploration program Lac Arques Property	$291,600	$2,016,000
Exploration program Lac Levac Property	$567,200	$1,423,000
Exploration program Whabouchi Property	$1,150,000	$1,214,760
Working Capital and operation	$676,320	$1,931,091.20
Total use of proceeds	**$3,535,120**	**$7,434,779.20**

The Corporation intends to spend the funds available to it as stated in this Prospectus. However, there may be circumstances where sound business reasons require a reallocation of funds.

Pending utilization of the net proceeds derived from the Offering, the Corporation intends to invest the funds in short term deposits.

After completion of the Offering, the Corporation may require additional financing in order to fund its full exploration program. For additional details about the needs for additional financing, see heading "Risk Factors – Liquidity Concerns and Future Financing Requirements".

Acquisition

More than 10% of the net proceeds are to be used in order to pay for the option granted by Golden Goose to purchase the Lac Levac Property, and to pay for the acquisition of the Lac Arques Property and the Whabouchi Property . For additional details about the nature of the titles being acquired by the Corporation, the vendor, the price being paid and the method used in determining the purchase price, see the headings "The Business - Description and Location of the Properties - Lac Arques Property", "The Business - Description and Location of the Properties - Lac Levac Property" and "The Business - Description and Location of the Properties - Whabouchi Property".

SELECTED FINANCIAL INFORMATION AND MANAGEMENT'S DISCUSSION AND ANALYSIS

The following discussion and analysis includes financial information from, and should be read in conjunction with, the annual audited financial statements of the Corporation for the fiscal year ended June 30, 2009 and the related notes thereto as well as the unaudited interim financial report for the period ended September 30, 2009, which are attached to and form part of this Prospectus.

The following management's discussion and analysis (the "MD&A") has been prepared in accordance with Regulation 51-102 and presents the financial condition and results of operations of the Corporation for the fourth quarter and 12-month period ended June 30, 2009 as well as for the period ended September 30, 2009, and constitutes management's review and includes significant developments, as of the date of this Prospectus.

The following MD&A also presents a comparison of the Corporation's balance sheets as of September 30 and June 30, 2009 and June 30, 2008.

The annual audited financial statements of the Corporation and the unaudited interim financial report for the period ended September 30, 2009, have been prepared in accordance with the Canadian generally accepted accounting principles ("GAAP"). These financial statements, as well as this MD&A, have been reviewed by the Corporation's audit committee and have been approved by the board. Unless otherwise indicated, all the amounts in this MD&A are in Canadian dollars.

Selected Financial Information

The following table summarizes selected key financial data for the fiscal years ended June 30, 2009 and June 30, 2008 and the Corporation's balance sheets as of June 30, 2008 and June 30, 2009 :

Fiscal year ended June 30	2009 $	2008 $
Interest income	97	259
Loss before income taxes	(209,032)	(80,958)
Net loss and comprehensive loss	(280,082)	(80,958)
Loss per share, basic and diluted	(0.04)	(0.10)

Balance sheets as of	June 30, 2009	June 30, 2008
Cash and short term investments	-	22,541
Cash reserved for exploration	136,670	-
Working capital (excluding cash reserved for exploration)	(218,978)	(253,270)
Total assets	1,484,371	923,429
Total liabilities	571,208	377,817
Shareholder's Equity	913,163	545,612

Operating Results

Cash and Financing Sources

As at June 30, 2009, the total assets of the Corporation were at $1,484,371, an increase of $560,942 compared to June 30, 2008. This increase is mainly due to a $256,386 increase of the deferred exploration expenses, $150,433 increase of the short term assets and $136,670 in the cash reserved for exploration where there was none at June 30, 2008. Compared with the Corporation's total assets as of March 31, 2009, which totalled $928,221, an increase of $556,150 could be noted. These variations within the quarter are mainly due to the increase of $162,762 for tax credit and mining rights receivable and the creation of cash reserved for exploration account for $136,670 as well as deferred exploration expenses increase for $188,668.

Funds available as of June 30, 2009 consisted of the cash reserved for exploration and amounted to $136,670, where it was $893 as of March 31, 2009.

The Corporation's Short term liabilities have increased by $116,141 for the year, of which a $216,141 increase for the accounts payables and accrued liabilities, offset by a diminution of $100,000 of the short term debt. For the 3 month period extending from March 31, 2009 to June 30, 2009, the accounts payables and accrued liabilities have increased by $72,583 and the short term debt was reduced by $100,000.

The funds available to the Corporation at fiscal year end are insufficient to complete its exploration budget (as described in headings "The Business – Description and Location of the Properties – Lac Arques Property", "The Business – Description and Location of the Properties – Lac Levac Property" and "The Business – Description and Location of the Properties – Whabouchi Property") and to cover general expenses. Accordingly, the Corporation has entered into negotiation with accredited investors in order to complete private placements to regularize its financial situation, continue the process of completing the Offering and continue to do exploration work on its properties. Since fiscal year end, the Corporation has accepted Common Shares subscription offers totalling $1,188,087, of which $352,900 are dedicated to exploration work. These subscriptions have allowed the Corporation, at the beginning of July 2009, to commence field work on its Lac Arques Property, acquire a purchase option pursuant to the Lac Levac Option Agreement, acquire 16 claims to form the Whabouchi Property pursuant to the Whabouchi Purchase and Sale Agreement, undertake a work campaign on said Whabouchi Property and finally regularize its financial situation and its payment on the Lac Arques Property. Furthermore these amounts allowed the Corporation to resume work in order to complete the Offering.

The management estimates the budget for the general expenses for the present fiscal year to be $375,000, excluding all costs directly related to exploration work. These funds will come from the proceeds of the Offering or from the proceeds of private placements.

Results for the Fiscal Year Ended June 30, 2009

The results for the fiscal year ended June 30, 2009, show a net loss and comprehensive loss of $280,082 ($80,958 for the previous fiscal year). The Corporation has no revenues from operations and its main expenses are management fees for its officers totalling $56,879, general administrative expenses totalling $28,060 and professional and consultant fees for $113,954. This last amount is mainly related to the financing and exchange fees of $70,921 for the initial public offering process during the fall of 2008.The initial public offering process was not completed as planned.

Operating Activities for the Fiscal Year Ended June 30, 2009

During the 12 month period ended June 30, 2009, cash flow used by operating activities amounted to $42,013 and was reduced by the increase of the accounts payables and accrued liabilities for an amount of $216,141.

Financing Activities for the Fiscal Year Ended June 30, 2009

The Corporation has financed its activities by the issuance of Common Shares for an amount of $553,833 net of financing fees.

Investing Activities for the Fiscal Year Ended June 30, 2009

An amount of $534,361 was used for the investing activities, the main portion of it being for the deferred exploration expenses totalling $461,023, the main part for the heliborne surveys completed in June 2009, the geologist fees and exploration reports totalling $368,677 as well as analysis and prospection for $62,289. The total of these exploration costs were attributed to the Lac Arques Property. This amount, which was totally financed by the proceed of the sale of Common Shares, is diminished by an amount of $204,637 in the balance sheet in order to allow the Corporation to receive a tax credit and mining rights for that amount, leaving a balance at fiscal year end of $381,947.

Exploration expenses, fiscal year ended June 30, 2009	Lac Arques Property $
Balance as of June 30, 2008	125,561
Supervision	17,228
Geology and geophysics	368,677
Tests, sampling and prospecting	62,289
General exploration expenses	12,829
Mining rights and tax credit	(204,637)
Addition for the year	256,386
Balance as of June 30, 2009	381,947

Fourth Quarter

Results for the 3 Month Period Ended June 30, 2009

The quarter results show a loss before tax of $25,267 ($60,437 for the previous 3-month period). The Corporation has no revenues from operations and its main expenses are management fees for its officers totalling $15,500 ($9,339 in 2008), professional fees for the financing, web site and geology totalling $4,312 ($44,495 in 2008) and general administrative expenses totalling $5,456 ($6,862 in 2008).

Operating Activities for the 3 Month Period Ended June 30, 2009

During this quarter the funds used for the operating activities totalled $6,472. The operating activities are mainly financed by the issuance of new Common Shares.

Financing Activities for the 3 Month Period Ended June 30, 2009

During this quarter, the Corporation has accepted subscription offers for Common Shares for an amount of $508,833 net of financing fees.

Investing Activities for the 3 Month Period Ended June 30, 2009

During the quarter, the financing activities were mainly linked to the deferred exploration expenses incurred on the Lac Arques Property for $351,430 after deduction of the tax credit and mining rights receivable.

Exploration expenses, three-month period ended June 30, 2009	Lac Arques Property $
Beginning balance	193,279
Supervision	9,083
Geology and geophysics	335,624
Tests, sampling and prospecting	5,248
General exploration expenses	1,475
Mining rights and tax credit	(162,762)
Addition for the year	188,668
Balance as of June 30, 2009	381,947

As at June 30, 2009, shareholders' equity amounted to $913,163.

Selected Quarterly Data

Operating results for each of the last six quarters (since March 2008) are presented in the table below. The Corporation's management is of the opinion that the data related to these quarters were prepared in the same manner as that of the audited financial statements for the fiscal year ended June 30, 2009. Our external auditors have not reviewed our unaudited quarterly financial statements.

(in dollars, except for share)	2009			2008		
	September 30	June 30	March 31	December 31	September 30	June 30
Income	12	0	0	0	97	259
Loss before income taxes	85,469	25,267	40,445	102,860	40,460	60,437
Net loss and comprehensive loss	85,469	96,317	40,445	102,860	40,460	60,437
Loss per share, basic and diluted	0.006	0.012	0.005	0.013	0.005	0.078

The operating results for these first six quarters of activities are relatively stable to the exception of the two quarters ended December 31, 2008 and September 30, 2009, during which the net loss recorded was substantially higher. This is due to the costs incurred to file a prospectus in the province of Québec in November 2008 and to the steps taken during the period ended September 30, 2009 that have lead to filing a preliminary prospectus dated November 23, 2009.

Operating Results

Cash and Financing Sources

As of September 30, 2009, the total assets of the Corporation were at $1,935,494, an increase of $451,123 compared to June 30, 2009. This difference is mainly due to the increase of deferred exploration expenses in the amount of $162,616 and an increase of $142,500 in the deferred exploration expenses as well as an increase in the amount of $220,000 in the Mining Properties account due to the acquisition of a group of 16 mining claims comprised in the Whabouchi Property. The cash reserved for exploration has diminished by $80,508 due to the exploration work done as required.

Funds available as of September 30, 2009, consisted of the cash reserved for exploration and amounted to $56,162, compared to $136,670 as of June 30, 2009.

The Corporation's short term liabilities have diminished by $143,809 during the period, mainly due to a diminution of $93,809 of accounts payables and accrued liabilities, as well as a $50,000 diminution of the short term debt.

The funds available to the Corporation at the end of the period are insufficient to complete its exploration budget (as described in headings « The Business – Description and location of the Properties – Lac Arques Property, The Business – Description and location of the Properties – Lac Levac Property, The Business – Description and location of the Properties – Whabouchi Property") and to cover general expenses. Accordingly, the Corporation has completed private placements with accredited investors that have allowed regularizing its financial situation, continuing the process to complete an initial public offering and continuing exploration work on its properties. Since July 1st, 2009, the Corporation has accepted subscription offers for Common Shares, for an amount of $1,238,087, of which $352,900 are dedicated to exploration work These private placements have allowed to start an exploration campaign on the Whabouchi property in early October and to improve the Corporation's working capital.

The management estimates the budget for the general expenses for the present fiscal year to be $375,000, excluding all costs related to exploration work. These funds will come from the proceeds of the initial public offering or by the issuance of shares by private placements.

First Quarter

Results for the three Month period Ended September 30, 2009

The results for the period show a loss before taxes of $85,469 (compared to $40,556 for the same period in the previous year). The Corporation has no revenues from operations and its main expenses are management fees for its officers and mining titles management, totalling $25,327 (compared to $12,698 in 2008), professional fees for the different consultants used for the financing, the web site and the geology, totalling $14,838 (compared to $12,856 in 2008) and for general and administrative expenses in the amount of $20,667 (compared to $5,735 in 2008).

Operating Activities for the Period Ended September 30, 2009

During the period ended September 30, 2009, cash flow used by operating activities, amounted to $185,187. The operating activities were financed by the issuance of new Common Shares.

Financing activities for the three Month Period Ended September 30, 2009

During the period ended September 30, 2009, the Corporation has accepted subscription offers for Common Shares for an amount of $630,400, net of issue costs.

Investing activities for the three Month Period Ended September 30, 2009

During this period, the investing activities were mainly deferred exploration expenses on the Lac Arques Property in the amount of $142,149 and $20,467 on the Whabouchi Property as well as acquisition of mining rights for an amount of $220,000. Furthermore, a deposit on the Lac Levac Property was recorded in the deferred exploration expenses for an amount of $150,000.

	Deferred exploration expenses for the Period ended September 30, 2009 (unaudited)	
	Lac Arques $	**Whabouchi $**
Balance at the beginning	381,947	--
Supervision	7,837	--
Geology and geophysics	56,373	--
Tests, sampling and prospecting	55,033	--
General exploration expenses	17,773	--
Equipment rental and other material	5,133	20,467
Mining rights and tax credit	--	--
Addition for the period	142,149	20,467
Balance at the end	524,096	20,467

Shareholders' Equity

As at September 30, 2009, shareholders' equity amounted to $1,508,094.

Off-Balance Sheet Arrangements

The Corporation did not enter into any off-balance sheet arrangements.

Commitments

As of December 14, 2009, the Corporation had the following commitments:

Lac Arques Property

The Corporation has purchased a 100% interest in the Lac Arques Property in the province of Québec pursuant to the Lac Arques Purchase and Sale Agreement. In relation with the Lac Arques Purchase and Sale Agreement, the Corporation has issued 5,000,000 Common Shares and paid $70,000 in cash. In addition, it has issued 1,000,000 Common Shares for an amount of $100,000 due since January 15, 2009. According to the Lac Arques Purchase and Sale Agreement, the remaining amount of $250,000 will be payable on January 15, 2010. This amount is posted as an unsecured debt in the balance sheet as at June 30, 2009. Since fiscal year end, an amount of $50,000 was paid by the issuance of 500,000 Common Shares on August 31, 2009.

The Corporation is also committed to pay to one of the vendors a maximum of $1,000,000 according to the achievement of certain stages of works and results on the Lac Arques Property, which are defined as follows:

a. $50,000 if and when the Corporation will have realized a $2,500,000 minimum of exploration expenses on the Lac Arques Property;
b. $150,000 if and when the Corporation will have realized $5,000,000 of cumulative exploration expenses on the Lac Arques Property;
c. $300,000 upon obtaining an independent feasibility study; and
d. $500,000 upon obtaining an independent feasibility study confirming the feasibility of production stage of the Lac Arques Property.

As of September 30, 2009, the Corporation had realized exploration work totalling $844,500 (including $299,937 representing tax credits and mining rights receivable) on the Lac Arques Property for a total net of $544,563.

In case of a commercial production on the Lac Arques Property, the Corporation has to pay to two of the vendors, including a related party to the Corporation, a total of 3% NSR on all metals produced from the property. According to the terms of the Lac Arques Purchase and Sale Agreement, the Corporation may, at any time before the expiry of a 3-month delay after declaration of production, reduce the NSR to 2% by paying an amount of $1,000,000 in two equal instalments the first instalment payable at the date of exercise of the right and the second, at the latest 90 days from the first payment.

Whabouchi Property

The Corporation has purchased a 100% interest on a group of 16 claims pursuant to the Whabouchi Purchase and Sale Agreement. According to this agreement, the Corporation has paid $10,000 at the signature of the mining rights transfer and will have to pay an additional $200,000 at the Closing Date or in the event that the property covered in the Whabouchi Purchase and Sale Agreement is the subject of a spin-off, if realized before the Closing Date. The vendor has also received 2,100,000 Common Shares of the Corporation.

In addition, the Corporation has also agreed to pay and issue to the vendor, based on certain milestones of expenses on the Whabouchi Property and results obtained, a maximum of $1,400,000 and a maximum of 1,400,000 Common Shares of the Corporation. The following is a schedule of milestones:

i. $100,000 and 100,000 Common Shares after $2,500,000 in exploration work

ii. $100,000 and 100,000 Common Shares after $5,000,000 in exploration work

iii. $100,000 and 100,000 Common Shares after $7,500,000 in exploration work

iv. $100,000 and 100,000 Common Shares after $10,000,000 in exploration work

v. $100,000 and 100,000 Common Shares after $12,500,000 in exploration work

vi. $100,000 and 100,000 Common Shares after $15,000,000 in exploration work

vii. $300,000 and 300,000 Common Shares at reception of an independent Pre-feasibility study

viii. $500,000 and 500,000 Common Shares at reception of an independent Feasibility study

The Corporation has also agreed that if it decides to transfer the Whabouchi Property to a subsidiary in order to complete a spin-off of that asset, the vendor will receive 10% of the consideration received by the Corporation, subject to a minimum of $100,000, and 1,000,000 shares of the subsidiary.

In case of commercial production of the 16 claims acquired, the Corporation has to pay a 3% NSR royalty on all metals. The Corporation has the option at any time before expiry of 3 months after beginning of commercial production, to buy 1% NSR for an amount of $1,000,000.

The Corporation has agreed with the TSXV not to initiate a spin-off of the property covered in the Whabouchi Purchase and Sale Agreement for as long as its securities will be listed on the TSXV. However, should the Corporation decide that it would be appropriate for its activities to spin-off an asset, it would not be claims under the Whabouchi Purchase and Sale Agreement and therefore no payments would have to be made to Cantore pursuant thereto.

Lac Levac and Lac des Montagnes Properties

Pursuant to the Lac Levac Option Agreement (as defined and more fully described under the heading "The Business – Description and Location of the Properties – Lac Levac Property") the Corporation has the option to acquire a 100% interest in the Lac Levac Property and the Lac des Montagnes property, owned by Golden Goose. The Corporation paid a non refundable amount of $200,000 in cash to acquire this option. To exercise the option, the Corporation will have to pay before December 31, 2009 an amount of $450,000 in cash and will have to issue $1,500,000 in Common Shares at the Offering Price, with a 30% discount. Each Common Share issued will be accompanied by a warrant allowing its holder to subscribe one Common Share at a price of $0.80 for a 24 month period from the issue date.

In addition, the Corporation will issue a $1,000,000 debenture having the following attributes:

- 8% annual interest rate, payable in cash at each anniversary date of issuance of the debenture;
- secured by a first rank hypothec on the Nisk – I Claims;
- convertible at any time in units of the Corporation at the Offering Price, each unit being comprised of one Common Share and one warrant being exercisable 24 months after issue at 120% of the price of the Common Shares pursuant to the Offering ($0.60 per Common Share);
- redeemable for $500,000 on the 18th month following the issuance of the debenture and for another $500,000 on the 36th month following the issuance of the debenture;
- redeemable at any time (other than the two dates referred above) at 110% of any outstanding principal amount (plus unpaid and accrued interest thereon).

Golden Goose shall have the right, at all time prior to December 31st, 2009, to revoke the option granted to the Corporation if it receives a good-faith offer for the properties from a third-party and if the board of directors of Golden Goose considers that such new offer is a superior offer to the Corporation's offer. Should Golden Goose choose to revoke the option, it would have to reimburse the initial amount of $200,000 paid by the Corporation and would have to pay to the Corporation a break-up fee of $500,000.

Finally, Golden Goose will keep a 2% NSR royalty and 1% will be redeemable for an amount of $1,000,000 in cash over a three year period following the acquisition.

Lease

In October 2009, the Company signed a two year lease agreement for its office space for a monthly amount of $950. That lease will terminate in September 2011.

Canadian Exploration Expenses

During the fiscal year ended June 30, 2009, the Corporation has entered into subscription agreements for the issuance of flow through shares under which it has undertook to incur Canadian exploration expenses and to renounce to these expenses in favour of the subscribers of flow through shares. As at June 30, 2009, the Corporation had entered into such agreements for an amount of $339,000. Since fiscal year end, as of the date of this report, the Corporation has entered into such agreements for an amount of $352,900. The Corporation has incurred the major part of these exploration funds in Canadian exploration expenses and expects that on December 31, 2009 it will have incurred Canadian exploration expenses for an amount equal of superior to the total of its commitments to the flow through shares subscribers. Among other, the Corporation has incurred Canadian exploration expenses with the money received from subscription of non flow-through shares and plans to incur Canadian exploration expenses with tax credit receivable amounting to $170,896 as at September 30, 2009.

Related Party Transactions and Commercial Objectives

During the year ended June 30, 2009 and the period ended September 30, 2009, the Corporation incurred expenses for services rendered by executive officers of the Corporation. These services were rendered in the normal course of operations and were measured at the exchange amounts, being the amount agreed between the parties.

Years ended June 30	2009 $	2008 $	September 30, 2009
President professional fees : administrative	56,879	24,339	16,173
President professional fees : exploration	16,490	8,113	5,390
Chief Financial Officer professional fees	10,650	1,350	3,665

In the course of the Corporation's activities, the President, Chief Executive Officer and Secretary renders both administrative services and exploration work management. The difference between the two fiscal years comes from the fact that in 2008 the Corporation's was active only during the last two quarters. Pursuant to the Lac Arques Purchase and Sale Agreement, Mr. Guy Bourassa received 950,000 Common Shares of the Corporation in consideration of the sale of the Lac Arques Property.

Critical Accounting Policies

Use of Estimates

In the preparation of financial statements in conformity with Canadian GAAP, management must make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the relating notes. These estimates are based on the management's knowledge at the time, and on measures that could be taken in the future. The main estimates include value of the mining properties and deferred exploration expenses. The actual results could vary significantly from the estimates.

Mining Properties and Deferred Exploration Expenses

Costs related to the acquisition, exploration and development of mining properties are capitalized by property until the commencement of commercial production. If commercially profitable ore reserves are developed, capitalized costs of the related property are reclassified as mining assets and amortized according to the unit of production method. If it is determined that capitalized acquisition, exploration costs are not recoverable over the estimated economic life of the property, or if the project is abandoned, the project is written down to its net realizable value. The Corporation's management reviews the carrying values of assets on a regular basis to determine whether any write-downs are necessary. The recovery of amounts recorded for mining properties and deferred exploration expenses depends on the following factors: (i) the discovery of economically recoverable reserves; (ii) confirmation of the Corporation's interest in the underlying mineral claims; (iii) the ability of the Corporation to obtain the necessary financing to complete the development; (iv) future profitable production; or (v) proceeds from the disposition thereof. The amounts shown for mining properties and deferred exploration expenses do not necessarily represent present-time or future values.

Future Income and Mining Taxes

The Corporation uses the asset and liability method of accounting for income taxes. Under the asset and liability method, future tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Future tax assets and liabilities are measured using enacted or substantively enacted tax rates expected to apply to taxable income in the fiscal years during which those temporary differences are expected to be recovered or settled. The effect on future tax assets and liabilities of a change in tax rates is recognized in income in the fiscal year that includes the enactment date. The Corporation establishes a valuation allowance against future income tax assets if, based on available information, it is more likely than not that some or all of the future tax assets will not be realized.

Future Changes in Accounting Policies

Goodwill and Intangible Assets

In February 2008, the CICA published new section 3064, "Goodwill and Intangible Assets", to replace Section 3062, "Goodwill and Other Intangible Assets". Publication of this new section resulted, in particular, in the withdrawal of Section 3450, “Research and Development Costs”, and the Emerging Issues Committee Abstract of Issue Discussed EIC-27, “Revenues and Expenditures During the Pre-operating Period”, as well as number of amendments to Section 1000, “Financial Statement Concepts”, to clarify the criteria for recognition of assets, and Accounting Guideline ACG-11 “Enterprises in the Development Stage”.

The new section establishes standards for the recognition, measurement, presentation and disclosure of goodwill and intangible assets by profit-oriented enterprises. It clarifies the recognition of intangible assets and deals with the recognition of internally generated intangible assets. However, the standards relating to goodwill are identical to those in Section 3062. This new section is effective for fiscal years beginning on or after October 1st, 2008 and the Corporation will implement it during its next fiscal year. The Corporation’s management is not able to assess the impact that the application of this new section will have on the financial statements.

International Financial Reporting Standards

The CICA plans the convergence of Canadian GAAP to International Financial Reporting Standards (IFRS) on a transition period ending in 2011. The Corporation expects this transition to have an effect on its accounting methods, presentation of financial information and information systems. During the next fiscal year, the Corporation will develop its internal implementation plan to meet the guidelines of the future reporting requirements, which are expected to be implemented for the fiscal year ending June 30, 2012.

Other new standards have been published, but they should not have a significant impact on the Corporation’s financial statements.

Risks and Uncertainties

The risks and uncertainties associated with the Corporation and the potential effect of such risks and uncertainties on future financial condition and results of the Corporation are set out in detail under the heading “Risk Factors”.

Outstanding Share Information

	Nov. 30, 2009	Sept.30, 2009	June 30, 2009	March 31, 2009	Dec. 31, 2008	June 30 and Sept. 30, 2008
Common Shares outstanding	29,304,542	19,689,001	13,000,001	7,875,001	7,875,001	7,575,001
Number of weighted average of Common Shares outstanding over the last 12 months	15,543,115	13,415,672	7,938,745	7,688,426	7,614,453	774,320

As at November 30, 2009, the Corporation had granted 1,565,000 options to purchase Common Shares. These options allow their holder to subscribe Common Shares at a price of $0.15 per Common Share until September 23, 2014, subject to the conditions established under the Common Share Stock Option Plan in case of departure or death (except for 150,000 options granted to a consultant which expire on July 1, 2011 or 30 days after the termination of the agreement, whichever date comes first).

Additional Information Required from Junior Issuers

Since it started its operations, the Corporation has capitalized all of its exploration expenses. At the end of the period ended September 30, 2009, the Corporation owned two exploration properties. Moreover, the Corporation has not incurred any research and development or development expenses. The following tables show the details of the deferred exploration expenses and of the general and administrative costs for the past 2 years as well as for the period ended September 30, 2009.

Deferred exploration expenses for the fiscal years ended June 30			Period ended September 30, 2009 (unaudited)	
	Lac Arques $	Lac Arques $	Lac Arques $	Whabouchi $
	2009	2008	2009	2009
Balance at the beginning	125,561	--	381,947	--
Supervision	17,228	9,049	7,837	--
Geology and geophysics	368,677	200,293	56,373	--
Tests, sampling and prospecting	62,289	--	55,033	--
General exploration expenses	12,829	11,519	17,773	--
Equipment rental and other material	--	--	5,133	20,467
Mining rights and tax credit	(204,637)	(95,300)	--	--
Addition for the period	256,386	125,561	142,149	20,467
Balance at the end	381,947	125,561	524,096	20,467

General and administrative costs for the fiscal years ended June 30			Period ended September 30
	2009 $	2008 $	2009
Representation, trips and promotion	4,983	2,652	9,248
Vehicles expenses	3,591	2,795	6,672
Office supplies and mailing	1,261	1,356	1,123
Insurances	6,017	500	1.550
Taxes and permits	1,371	294	-----
Mining titles management	4,037	-----	3,100
Telecommunications	3,545	1,219	1,046
Interests and bank fees	3,255	197	(2,072)
Total	28,060	9,013	20,667

The Corporation expects to be able to do exploration work and pay for its general and administrative expenses for a period of 12 months in case of the Minimum Offering. In case of the Maximum Offering, exploration work might be realized for a period of about 18 months and general and administrative expenses might be covered for over 24 months.

The annual general costs will initially amount to approximately $375,000. They will be increased to approximately $650,000 in case of the Maximum Offering, mainly due to more attendance, as exhibitors, to mineral exploration and investor shows.

The objectives of the Corporation are to complete during the winter of 2010, 5,000 m of diamond drilling on the Whabouchi Property and to be able to make a resources calculation during the spring 2010. The Corporation also intends to start, in February 2010, a 7000 m diamond drilling campaign on the Nisk-1 deposit, below the 330 m level to establish the continuity of the mineralized zone at depth. This campaign should be finished by the end of the winter of 2010 and lead to a new resources calculation to be completed during the fall of 2010. The result of that new resources calculation will set the next steps of that project, namely a pre-feasibility study and a second metallurgical test.

These are the Corporation's two main commercial objectives in case of the Minimum Offering. On the other hand, in the case of the Maximum Offering, during the summers of 2010 and 2011, the Corporation will proceed with prospection and field work in order to verify and advance additional potential targets identified on the Lac Arques

Property and the Lac Levac Property. The scope of this additional work is to generate targets for additional diamond drilling and to generate more information on the potential of the Corporation's properties.

The Corporation will not incur any important capital expenditures with the proceeds of the Minimum Offering.

DESCRIPTION OF THE SECURITIES DISTRIBUTED

Common Shares

The Corporation's authorized capital is made up of an unlimited number of Common Shares without par value. As of the date of this Prospectus, 29,304,542 Common Shares are issued and outstanding as fully paid and non-assessable. The holders of Common Shares of the Corporation are entitled to vote at all shareholder meetings. They are also entitled to dividends, if, as and when declared by the Board and, upon liquidation or winding-up of the Corporation, to share the residual assets of the Corporation. The Common Shares do not have any pre-emptive, conversion or redemption rights, and all have equal voting rights. There are no special rights or restrictions of any nature attached to any of the Common Shares, all of which rank equally as to all benefits which might accrue to the holders of the Common Shares. As at the Closing Date, all of the issued and outstanding Common Shares will be issued as fully paid and non-assessable.

Warrants

Each Warrant entitles its holder to purchase one Common Share at the price of $0.80 at any time prior to 5:00 p.m. (Montreal time) on the date that is 24 months following the Closing Date.

No application will be made by the Corporation to list the Warrants on the TSXV except for the Common Shares to be issued upon exercise of the Warrants.

The Corporation may accelerate the Warrant Expiry Date if, before the Warrant Expiry Date and at any time commencing the 20th trading day following the Closing Date, the trading price of the Common Shares of the Corporation listed on the TSXV is equal to or above $1.20 for a period of 20 consecutive trading days. Then, the Corporation may accelerate the Warrant Expiry Date by giving prior notice to the holders of Warrants within 10 business days immediately following such 20-trading day period and in such event, the Warrants, if unexercised, will expire on the 30th calendar day following the date on which such notice will be deemed to have been received by such holders of Warrants. The notice will be deemed to be received five business days following its sending.

The following text is only a summary and is subject to the more detailed provisions of the Warrant Indenture.

The Warrants will contain, among other things, the following features:

- Warrants will be transferable and free of any trading restrictions;
- Warrants will be assignable;
- Warrants, including the number of Common Shares issuable upon exercise of the Warrants, may be subject to adjustment upon the occurrence of certain stated events, including the subdivision or consolidation of the Corporation's Common Shares, certain share distributions or securities convertible into or exchangeable for Corporation's Common Shares, or of other securities or assets of the Corporation, certain offerings of rights, warrants or options and certain capital reorganizations;
- holders of Warrants will not become shareholders of the Corporation by virtue of holding such Warrants;
- no fractional Common Shares will be issued upon exercise of the Warrants; and
- Warrants, if not exercised by their expiry date, will become void and have no further effect.

CONSOLIDATED CAPITALIZATION

There has been no material change in the share and loan capital of the Corporation since the date of the unaudited interim financial statements dated September 30, 2009 contained in this Prospectus, except for private placements which occurred between October 5, and November 30, 2009 totaling $1,039,087.50. The Corporation has no outstanding loans. The following table summarizes the Corporation's capitalization as of the date of this

Prospectus. The table should be read in conjunction with the financial statements, which are attached to and form part of this Prospectus:

	Authorized	As at June 30, 2009 $	As adjusted as at September 30, 2009 (unaudited) $
LONG-TERM DEBT		-	-
Share Capital	Unlimited	1,300,083 (13,000,001 Common Shares)	2,009,483 (19,689,001 Common Shares)
Deficit		(386,920)	(501,389)
SHAREHOLDER'S EQUITY		913,163	1,508,094

At the Closing Date, without giving effect to the exercise of the Broker Warrants there will be 40,983,406 Common Shares, 1,565,000 options, 8,857,289 Warrants and $1,000,000 convertible debenture issued and outstanding in the case of the Minimum Offering and there will be 48,300,756 Common Shares, 1,565,000 options, 13,543,464 Warrants and $1,000,000 convertible debenture issued and outstanding in the case of the Maximum Offering and the issuance of 4,285,714 Common Shares, 4,285,714 warrants and $1,000,000 convertible debenture in favor of Golden Goose and 750,000 Common Shares in favor of NDC.

DILUTION

The following table summarizes the dilution per Common Share based on the audited annual financial statements for the year ended June 30, 2009, and the issuance of 16,304,541 Common Shares between July 3, 2009 and November 30, 2009 for a total amount of $1,734,005:

	Maximum Offering(2)	Minimum Offering(2)
Offering Price	0,50(1)	0,50(1)
Net tangible book value before the Offering	0,08	0,08
Increase of net tangible book value attribuable to the Offering	0,15	0,09
Net tangible book value after the distribution	0,23	0,17
Dilution to Purchaser	0,27	0,33
Percentage of dilution in relation of the Offering Price	54%	66%

Notes:

1. The Offering Price used for this calculation corresponds to the price per Common Share comprised in A Units and B Units.
2. Assuming upon completion of the Offering that (i) none of the options granted pursuant to the Stock Option Plan will be exercised by their holders; (ii) 4,285,714 Common Shares are issued in favor of Golden Goose for an amount of $1,500,000; and (iii) the Warrants issued upon completion of the Offering will not be exercised by their holders; and v) the Broker Warrants will not be exercised by the Agent.

In the case of the Minimum Offering, the Purchasers will be contributing to 66.30% equity of the Corporation, compared to 22.16% ownership of the Corporation they will be receiving. In the case of the Maximum Offering, the Purchasers will be contributing to 78.41% of equity of the Corporation, compared to 38.37% ownership of the Corporation they will be receiving, assuming upon completion of the Offering that (i) none of the options granted pursuant to the Stock Option Plan will be exercised by their holders; (ii) 4,285,714 Common Shares are issued in favor of Golden Goose for an amount of $1,500,000; and (iii) the Warrants issued upon completion of the Offering will not be exercised by their holders; and v) the Broker Warrants will not be exercised by the Agent.

CAPITAL STRUCTURE ON A FULLY DILUTED BASIS

The following table describes the capital structure of the Corporation on a fully diluted basis, giving effect to the Maximum Offering and the issuance of 4,285,714 Common Shares to Golden Goose.

				Minimum Offering			Maximum Offering		
	Number of Common Shares prior to the Offering	Price per Common Share	% owned before the Offering	Minimum Offering	% Owned	% on a fully diluted basis	Maximum Offering	% Owned	% on a fully diluted basis
Directors and Officers	205,001	$0.15	1%	205,001	0.5%	0.4%	205,001	0.4%	0.3%
Directors and Officers	915,000	$0.10	3%	915,000	2.2%	1.6%	915,000	1.9%	1.3%
Mining properties, deemed value									
Lac Arques Property (including 950,000 Common Shares issued to Guy Bourassa and 150,000 to René Lessard)	5,000,000	$0.05	17%	5,000,000	12.2%	8.7%	5,000,000	10.4%	7.1%
Whabouchi Property	2,100,000	$0.10	7%	2,100,000	5.1%	3.6%	2,100,000	4.3%	3.0%
Kativik Property	3,000,000	$0.10	10%	3,000,000	7.3%	5.2%	3,000,000	6.2%	4.2%
Private Investors Common Shares May- Sept 2008	2,505,000	$0.15	8%	2,505,000	6.1%	4.3%	2,505,000	5.2%	3.5%
Private Investors Flow-Through Shares, Nov 2008	300,000	$0.15	1%	300,000	0.7%	0.5%	300,000	0.6%	0.4%
Private Investors Common Shares June-December 2009	11,061,875	$0.10	37%	11,061,875	27.0%	19.2%	11,061,875	22.9%	15.7%
Private Investors Flow-Through Shares, June-November 2009	4,217,666	$0.15	14%	4,217,666	10.3%	7.3%	4,217,666	8.7%	6.0%
Sub-total	29,304,542[1]								
NDC 750,000 Common Shares at $0,10 December 21, 2009	750,000		2%	750,000	1.8%	1.3%	750,000	1.6%	1.1%
Total pre-Offering	**30,054,542**		100%						
Golden Goose acquisition of Lac Levac Property and Lac des Montagnes property $1,500,000, Unit at $0.35				4,285,714	10.5%	7.4%	4,285,714	8.9%	6.1%
Offering A Unit $0.50/$0.64				4,143,150	10.1%	7.2%	6,600,000	13.7%	9.3%
B Unit $0.50				2,500,000	6.1%	4.3%	5,092,000	10.5%	7.2%
C Unit $0.65							2,271,500	4.7%	3.2%
TOTAL POST-OFFERING				**40,983,406**	100%		**48,303,756**	100%	
Details of outstanding rights to subscribe Common shares after the IPO									
Broker Warrants for Flow-Through Shares comprised in A Units and C Units				313,875		0,5%	727,150		1.0%
Broker Warrants for Common Shares comprised in A Units and B Units				350,440		0,6%	669,200		0.9%
Options to directors and officers $0.15[2][5]				1,565,000		2.7%	1,565,000		2.2%
Golden Goose warrants attached, $0.60[3]				4,285,714		7.4%	4,285,714		6.1%
Golden Goose $1,000,000 convertible debenture, $0.50[4]				2,000,000		3.5%	2,000,000		2.8%
Golden Goose warrants attached to $1,000,000 convertible debenture, $0.80[5]				2,000,000		3.5%	2,000,000		2.8%
Issuance of Common Shares for the acquisition of the Whabouchi Property				1,400,000		2.4%	1,400,000		2.0%
Issuance of Common Shares in favour of Kativik				160,000		0.3%	160,000		0.2%
A Unit Warrants $0.80[6]				2,071,575		3.6%	3,300,000		4.7%
B Unit Warrants $0.80[6]				2,500,000		4.3%	5,092,000		7.2%
C Unit Warrants $0.80[6]							1,135,750		1.6%
Total fully diluted				**57,630,010**		100%	**70,638,570**		100%

Notes:

1. Of these Common Shares, 21,429,541 will be subject to hold periods according to the policies of the TSXV. See the heading "Escrowed Securities".
2. Escrowed on a 3 year term. If exercised, would bring $234,750 to the working capital of the Corporation.
3. Valid for two years from issuance of 4,285,714 Common Shares in favor of Golden Goose for the acquisition of the Lac Levac Property and Lac des Montagnes property. If the warrants are exercised, it would bring $2,571,428.40 to the working capital.
4. If Golden Goose decides to convert the $1,000,000 convertible debenture issued for the Lac Levac Property and Lac des Montagnes property, it would diminish the liabilities of the Corporation by $1,000,000.
5. Taking into consideration a full conversion of the $1,000,000 convertible debenture issued for the acquisition of the Lac Levac Property and Lac des Montagnes property. If converted, it would bring $1,600,000 to the working capital of the Corporation.
6. 2 year term. If exercised, it would bring $3,955,960 to the working capital of the Corporation.
7. Market Value per Common Share as at December 18, 2009 is $0.50.

DIVIDEND POLICY

During the two fiscal years ended June 30, 2008 and June 30, 2009, the Corporation has not paid any dividend on its issued and outstanding Common Shares.

The Corporation's current policy is to reinvest future earnings in order to finance the growth and development of its business. The Corporation does not intend to pay dividends in the foreseeable future. Any future determination to pay cash dividends is at the discretion of the Board and will depend on the Corporation's financial condition, results of operation, capital requirements and such other factors as the Board deems relevant.

OPTIONS TO PURCHASE SECURITIES

Stock Option Plan

The Board has adopted a stock option plan pursuant to which it may grant incentive stock options to employees, officers, directors of the Corporation or any affiliate thereof and consultants thereto. The stock option plan has been prepared so as to meet the TSXV requirements.

The goal of the stock option plan is to give the Corporation a share-based mechanism intended to attract, motivate and keep eligible participants (as such term is defined therein) whose skill, performance and loyalty toward the Corporation or one of its subsidiaries, as the case may be, are vital to its success, image, reputation or activities.

The material terms of the stock option plan are as follows:

1. Options in respect of an aggregate of 3,570,000 Common Shares of the Corporation may be granted under the plan, 1,565,000 of which have already been granted under the stock option plan.
2. The term of any options will be fixed by the Board at the time such options are granted, provided that options will not be permitted to exceed a term of five years from the date of the grant.
3. The exercise price of any Common Shares under options must not be less than the discounted market price of the Corporation's Common Shares on the day immediately preceding the date of grant.
4. Options will be non-assignable and non-transferable unless by legacy or inheritance.
5. No option may be granted to an eligible participant if this grant and the options already granted exceed 5% of all the issued and outstanding Common Shares of the Corporation in a 12-month period.
6. The number of options granted to a consultant or an employee in charge of the investor relations activities must not exceed 2% of the issued and outstanding Common Shares of the Corporation in a 12-month period unless such grant is approved by the disinterested shareholders of the Corporation.
7. The expiry date of an option acquired before the death of its holder corresponds to the first of the following dates to occur:
    (i) the expiry date appearing in the relevant grant notice;

(ii) the first anniversary of the option holder's death.

8. Where an employee who provides investor relations services ceases to be an eligible participant for any reason other than his death (such as, because of disability, resignation, dismissal or termination of contract), then, the expiry date of such person's option acquired no later than the date on which such person ceases to be an eligible participant corresponds to the first of the following dates:

   (i) the expiry date appearing in the relevant grant notice;

   (ii) the date falling on the 30th day following the date on which the investor relations services cease to be rendered.

9. Where a person ceases to be an eligible participant for any reason other than his death or the termination of investor relations services (such as, because of disability, resignation or dismissal), then, the expiry date of such person's option acquired no later than the date on which such person ceases to be an eligible participant corresponds to the first of the following dates:

   (i) the expiry date appearing in the relevant grant notice;

   (ii) the date falling on the 90th day following the date of termination of employment.

10. The number of Common Shares reserved for issuance under the options will be adjusted in the event of any consolidation, subdivision, conversion or exchange of the Corporation's Common Shares.

The table below sets forth the options of the Corporation issued and outstanding as of the date of this prospectus held by the following groups of persons:

	Designation and Number of the Securities Under Options	**Purchase Price of the Securities Under Options**	**Expiration Dates of the Options**	**Market Value per Common Share as at December 18, 2009(5)**
Executive Officers(1)(6)	575,000 Common Shares	$0.15	September 30, 2014	$0.50
Directors(2) (3)(6)	840,000 Common Shares	$0.15	September 30, 2014	$0.50
Employees	-	-	-	-
Consultants(4)	150,000 Common Shares	$0.15	July 1, 2011 or 30 days after the termination of the agreement whichever date comes first.	$0.50
Other Persons	-	-	-	-

Notes:

1. Consist of two individuals namely, Guy Bourassa and Steve Nadeau.
2. Consist of four individuals and exclude individuals who are also current executive officers of the Corporation, namely Judy Baker, Michel Baril, Yves Caron and René Lessard.
3. Dominique Turcotte resigned on October 23, 2009. The expiry date of his 40,000 options is January 22, 2010 according to the Stock Option Plan.
4. Consist of one company, namely Ansacha Capital Inc. Annie Denoncourt is the sole shareholder, a director and the President of Ansacha. Jean-François Lemay is a director and the Secretary and Treasurer of Ansacha.
5. The amounts set out in this column represent the fair market value of the Common Shares as at the date of the grant and as of the date of this Prospectus using the Offering Price for the Common Shares.
6. The options granted to the Executive Officers and Directors will be subject to the Escrow Agreement.

PRIOR SALES

Since the date of incorporation of the Corporation, the following Common Shares have been issued:

Dates	Number of Common Shares	Issue Price Per Common Share	Nature of Consideration Received
May 9, 2008	1	$0.15	cash
May 15, 2008	2,511,667	$0.15	cash
May 26, 2008	63,333	$0.15	cash
May 30, 2008	5,000,000	$0.05	Acquisition of the Lac Arques Property
November 13, 2008	300,000 (Flow-Through Shares)	$0.15	cash
May 6, 2009(1)	250,000 266,667 (Flow-Through Shares)	$0.10 $0.15	cash
June 5, 2009(1)	583,333 100,000 (Flow-Through Shares)	$0.10 $0.15	cash
June 15, 2009(1)	750,000	$0.10	cash
June 19, 2009(1)	1,100,000 (Flow-Through Shares)	$0.10	cash
June 30, 2009(1)	415,000 660,000 (Flow-Through Shares)	$0.10 $0.15	cash
June 30, 2009(1)	1,000,000	$0.10	Acquisition of the Lac Arques Property
July 3, 2009(1)	126,667	$0.10	cash
August 4, 2009(1)	1,100,000 40,000 (Flow-Through Shares)	$0.10 $0.15	cash
August 11, 2009(1)	396,000 (Flow-Through Shares)	$0.15	cash
August 12, 2009(1)	250,000	$0.10	cash
August 31, 2009(2)	179,000 247,333 (Flow-Through Shares)	$0.10 $0.15	cash
August 31, 2009(2)	500,000	$0.10	Acquisition of the Lac Arques Property
September 25, 2009(2)	2,100,000 900,000	$0.10 $0.10	Acquisition of part of the Whabouchi Property cash
September 29, 2009(2)	500,000	$0.10	cash
September 30, 2009(2)	350,000	$0.10	cash
October 5, 2009(2)	450,000	$0.10	cash
October 9, 2009(2)	3,000,000	$0.10	Acquisition of the Kativik Property
October 9, 2009(2)	500,000 451,666 (Flow-Through Shares)	$0.10 $0.15	cash
October 30, 2009(2)(3)	2,800,375 936,000 (Flow-Through Shares)	$0.10 $0.15	cash
November 10, 2009(2)	822,500 155,000 (Flow-Through Shares)	$0.10 $0.15	cash
November 30, 2009(2)(3)	500,000	$0.10	cash
Total	**29,304,542**		

Notes:

1. The Common Shares issued on these dates will be subject to a one year hold period. 20% of the Common Shares subject to such hold period will be released every three months, with first release to occur on the Closing Date.

2. The Common Shares issued on these dates will be subject to a two year hold period. 20% of the Common Shares subject to such hold period will be released every six months, with first release to occur on the Closing Date.

3. Pursuant to a subscription agreement entered into between the Corporation and NDC dated October 27, 2009 (the "NDC Subscription Agreement"), NDC has agreed to subscribe an additional $300,000 in B Units, which corresponds to 600 B Units. In addition, the Corporation and NDC have mutually and verbally agreed that, notwithstanding the terms of the NDC Subscription Agreement, NDC would subscribe for 750,000 Common Shares of the Corporation at a deemed price of $0.10 per Common Share for a total consideration of $75,000 for the day following the issuance, by the Autorité des marchés financiers, of a receipt for this Prospectus. Such Common Shares will be subject to a two year hold period in accordance with the policies of the TSXV.

All prior sales described under this heading have been done in conformity with securities legislation.

ESCROWED SECURITIES

The following table sets out the number of Common Shares of the Corporation to be held in escrow after the Offering:

Name of Shareholders	Number of Common Shares to be Held in Escrow	Percentage of Common Shares after Giving Effect to the Offering in case of the Minimum Offering[1]	Percentage of Common Shares After Giving Effect to the Offering in case of the Maximum Offering
Guy Bourassa	1,300,001 Common Shares 500,000 options	3.17%	2.69%
Judy Baker	235,000 Common Shares 100,000 options	0.57%	0.49%
Michel Baril	500,000 Common Shares 350,000 options	1.22%	1.04%
Yves Caron	175,000 options	--	--
Steve Nadeau	75,000 options	--	--
René Lessard	185,000 Common Shares 175,000 options	0.45%	0.38%
Golden Goose Resources inc.	4,285,714 Common Shares[2] 4,285,714 Warrants[2] one convertible debenture for an amount of 1 million	10.46%	8.87%
TOTAL	6,505,715 Common Shares	15,87%	13.47%

Notes:

1. Assuming the issuance of 4,285,714 Common Shares in favor of Golden Goose and 750,000 Common Shares in favor of NDC.

2. These securities will be issued to Golden Goose at the Closing Date. See "The Business – Lac Levac Property – History".

Computershare has been appointed depository under the Escrow Agreement.

These Common Shares will be held in escrow pursuant to the Escrow Agreement and will be released from escrow in accordance with the release schedule set forth below:

(a) 10% of the Escrowed Securities will be released on the Listing Date;

(b) 15% of the Escrowed Securities will be released at six months intervals, i.e. 6, 12, 18, 24, 30, and 36 months following the Listing Date.

7,037,667 Common Shares issued by the Corporation pursuant to private placements made between May 6, 2009 and August 12, 2009 will be subject to a hold period of one year, in accordance with the policies of the TSXV. For additional details on such hold period, see "Prior Sales".

14,391,874 Common Shares issued by the Corporation pursuant to private placements made between August 31, 2009 and November 30, 2009 will be subject to a hold period of two years, in accordance with the policies of the TSXV. For additional details on such hold period, see "Prior Sales". The 750 000 Common Shares to be issued to NDC the day after the receipt is received will be subject to a hold period of two years.

PRINCIPAL SHAREHOLDERS

The following table lists the persons who own, control or direct or will own, control or direct, directly or indirectly, 10% or more of the issued and outstanding Common Shares of the Corporation:

Name	Number of Common Shares Held and Percentage Prior to Giving Effect to the Offering	Number of Common Shares Held and Percentage After Giving Effect to the Offering(1)(2)
Kativik Resources Inc.(3)	3,000,000(4) 10.24%	3,000,000(4) 6.21%
Golden Goose Resources inc.	--	4,285,714(4)(5) 8.87%

Notes:

1. Assuming upon completion of the Offering that (i) none of the options granted pursuant to the Stock Option Plan will be exercised by their holders; (ii) the Maximum Offering is subscribed; (iii) 4,285,714 Common Shares are issued in favor of Golden Goose and 750,000 Common Shares are issued in favor of NDC; (iv) none of the principal securityholders participate in the Offering; and (v) the Warrants issued upon completion of the Offering will not be exercised by their holders; and (v) the Broker Warrants will not be exercised by the Agent.
2. The number and percentage of Common Shares beneficially owned by such shareholders on a fully diluted basis (assuming that 13,813,464 Warrants and 1,565,000 options have been exercised in full) after giving effect to the Offering will be 3,000,000 and 4.77%.
3. To the knowledge of the Corporation, Kativik intends to progressively distribute these Common Shares to its shareholders by way of a dividend in kind or otherwise.
4. These Common Shares are owned both of record and beneficially by Kativik and Golden Goose.
5. Golden Goose will hold 4,285,714 warrants entitling it to subscribe 4,285,714 Common Shares at a price of $0,60 per Common Share at any time until the date that is 24 months from this issuance and $1,000,000 convertible debenture. See "The Business - Lac Levac Property".

DIRECTORS AND EXECUTIVE OFFICERS

Name, Address, Occupation and Securities Held

The following table sets out the name, province and country of residence of each director and officer of the Corporation, their positions and offices within the Corporation, their current principal occupations, the number of Common Shares they beneficially own, or over which they exercise, control or direction, directly or indirectly, and the percentage of Common Shares that they each held prior to and after giving effect to the Offering.

Name and Municipality of Residence	Positions and Offices Held within the Corporation(1)	Current Principal Occupation	Number of Common Shares Held and Percentage Prior to Giving Effect to the Offering	Number of Common Shares Held and Percentage After Giving Effect to the Offering(2)
Guy Bourassa, *Québec, Québec, Cda* *Age: 51*	President, Chief Executive Officer, Secretary and Director since January 15, 2008	President of the Corporation	1,300,001 4.44%	1,300,001 2.69%
Judy Baker *Toronto, Ontario, Cda* *Age: 43*	Director since October 23, 2009	President of American Lithium Minerals Inc.	235,000 0.80%	235,000 0.49%
Michel Baril, *Boucherville, Québec, Cda* *Age: 55*	Chairman of the Board and Director since October 15, 2008	Corporate Director	500,000 1.71%	500,000 1.04%
Yves Caron, *Lévis, Québec, Cda* *Age: 40*	Director since October 15, 2008	Project Manager, Cadiscor Resources Inc. (a subsidiary of North-American Palladium Ltd.).	-	-

Name and Municipality of Residence	Positions and Offices Held within the Corporation(1)	Current Principal Occupation	Number of Common Shares Held and Percentage Prior to Giving Effect to the Offering	Number of Common Shares Held and Percentage After Giving Effect to the Offering(2)
René Lessard *Vallée-Jonction, Québec, Cda* Age: 53	Director since September 5, 2008	Consultant	185,000 0.63%	185,000 0.38%
Steve Nadeau, *St-Étienne de Lauzon, Québec, Cda* *Age: 40*	Chief Financial Officer	Controller, DAP Technologies Inc.	-	-

Notes:

1. The Corporation's general by-laws specify that the directors are elected at the Corporation's annual meeting and remain in office despite the expiry of their mandate until their resignation, removal, replacement or disqualification.
2. Assuming upon completion of the Offering that (i) none of the options granted pursuant to the Stock Option Plan will be exercised by their holders; (ii) the Maximum Offering is subscribed; (iii) 4,285,714 Common Shares are issued in favor of Golden Goose and 750,000 Common Shares are issued in favor of NDC; (iv) none of the principal securityholders participate in the Offering; and (v) the Warrants issued upon completion of the Offering will not be exercised by their holders; and (v) the Broker Warrants will not be exercised by the Agent.

The directors of the Corporation are expected to hold office until the next Meeting of shareholders of the Corporation or until the appointment of their successors.

The Corporation has only one board committee, being its audit committee, which presently consists of Michel Baril, Yves Caron and René Lessard.

As of the date of this Prospectus, the directors and officers of the Corporation as a group beneficially own or exercise control or direction over, directly or indirectly, 2,220,001 Common Shares representing 7.58% of the issued and outstanding Common Shares prior to the Offering, and 4.60% of the issued and outstanding Common Shares upon completion of the Offering assuming: (i) none of the options granted pursuant to the Stock Option Plan will be exercised by their holders; (ii) the Maximum Offering is subscribed; (iii) 4,285,714 Common Shares are issued in favor of Golden Goose and 750,000 Common Shares are issued in favor of NDC; (iv) none of the directors and officers participate in the Offering ; (v) the Warrants issued upon completion of the Offering will not be exercised by their holders; and (vi) the Broker Warrants will not be exercised by the Agent.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

None of the directors or officers of the Corporation is, as at the date of this Prospectus, or has been within the 10 years before the date of this Prospectus, a director, chief executive officer or chief financial officer of any company (including the Corporation) that was subject to one of the following orders, that was in effect for a period of more than 30 consecutive days:

1. a cease trade order, an order similar to a cease trade order or an order that denied the company access to any exemption under securities legislation that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or
2. a cease trade order, an order similar to a cease trade order or an order that denied the company access to any exemption under securities legislation that was issued after the director or officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer of chief financial officer.

None of the directors or officers of the Corporation, or shareholders holding a sufficient number of securities of the Corporation to affect materially its control:

(i) is, as at the date of this Prospectus, or has been within the 10 years before the date of this Prospectus, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets with the exception of: (i) Mr. Michel Baril who was Chairman of the Board of T-Rex Vehicle Inc. six months before it made an assignment in bankruptcy pursuant to the *Bankruptcy and Insolvency Act* (Canada) and was also a director of Raymor Industries Inc. when it filed for protection under the *Companies' Creditors Arrangement Act* (Canada) on January 16, 2009; and (ii) Mr. Bourassa who was President of TMI-Learnix Inc., a private company, when it made an assignment in bankruptcy on April 2002. Mr. Bourassa was also President of T-Rex Vehicle Inc. six months before it made an assignment in bankruptcy pursuant to the *Bankruptcy and Insolvency Act* (Canada); or

(ii) has, within the 10 years before the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, officer or the shareholder; or

(iii) has been imposed any penalties or sanctions by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a security regulatory authority or has been imposed any other penalties or sanctions by a court or a regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

The directors of the Corporation are required to act honestly and in good faith with a view to the best interests of the Corporation and to disclose any interests which they may have in any project or opportunity of the Corporation. However, the Corporation's directors and officers may serve on the boards and/or as officers of other companies which may compete in the same industry as the Corporation, giving rise to potential conflicts of interest. To the extent that such other companies may participate in ventures in which the Corporation may participate, they may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that a conflict of interest arise at a meeting of the directors of the Corporation, such conflict of interest must be declared and the declaring parties must abstain from participating and voting for or against the approval of any project or opportunity in which they may have an interest. The remaining directors will determine whether or not the Corporation will participate in any such project or opportunity.

To the best of the Corporation's knowledge, there are no known existing or potential conflicts of interest among the Corporation, its promoter, directors, officers or other members of management of the Corporation as a result of their outside business interests.

The directors and officers of the Corporation are aware of the existence of laws governing accountability of directors and officers for corporate opportunity and requiring disclosures by directors of conflicts of interest, and the Corporation will rely upon such laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of its directors or officers. Such directors or officers, in accordance with the *Civil Code of Québec,* will disclose all such conflicts and will govern themselves in respect thereof to the best of their ability in accordance with the obligations imposed upon them by law.

Information about Management and Directors

Mr. Guy Bourassa, 51 years old, is a lawyer. Mr. Bourassa's experience with mining companies is the following: he has been Director of Radisson Mining Resources Inc. from 1985 to 1991 and President thereof from November 1988 to June 1991, President and Director of Dufresnoy Industrial Minerals Inc. from 1994 to 1996, and he has been Corporate Secretary of Mazarin Mining Corporation from September 1991 to June 1994. He graduated from the Université Laval in 1982. He was called to the Québec Bar in 1983. He has been President, Chief Executive Officer and Secretary of the Corporation since January 2008. From June 2004 to October 2007, he was Chairman and Chief Executive Officer of T-Rex Vehicles Inc., a company specialized in the construction of three-wheeled vehicles. From June 2002 to June 2004, he was Chief Executive Officer of Concepts Win Inc., a subsidiary of DEQ Systems Corp. From September 2000 to June 2002, he was corporate counsel with the firm LBJ Partners Inc., during which time he was also Chairman and Chief Executive Officer of TMI Éducaction.com Inc. From 1996 to 2000, he was an associate with the Quebec City law firm Flynn, Rivard S.E.N.C.

Mr. Michel Baril, 55 years old, is an engineer and has been a member of the Ordre des Ingénieurs du Québec since June 1976. He graduated from Montreal's École Polytechnique. Since 2003, Mr. Baril has served on several boards of directors. He was a director of The Hockey Co. from June 2003 to June 2004. He was also a director of Groupe Laperrière & Verreault Inc. from September 2004 to August 2007. Currently, he is a director of Raymor Industries Inc. (RAR-V), Komet Manufacturers Inc. (AQD-V) and Imaflex Inc. (IFX.A-V), all publicly traded companies. From June 1979 to November 2003, he held various administrative positions with Bombardier Inc. He was an executive officer of Bombardier Inc. from April 2000 to December 2003.

Mr. Yves Caron, 40 years old, is a geologist and has been a member of the Ordre des Géologues du Québec since February 2001. He completed his bachelor of geology degree at the Université du Québec à Montréal in March 2000. He has been a geological consultant since June 2006. He has been a geologist, an assistant geologist and a project manager with Soquem from June 1995 to May 2006. He is a project manager of Cadiscor Resources Inc., a subsidiary of North-American Palladium Ltd., since July 2009.

Mr. René Lessard, 53 years old, was the Sales Manager of Campagna Motors Inc. from September 2008 to October 2009. From October 2004 to October 2007, he was a sales manager of T-Rex Vehicles Inc. From February 2001 to July 2004, he was the Sales Manager of Distribution GLR Inc. in Québec City. From March 1997 to October 2000, he was a sales representative of Ray-Flammes Inc. of Québec City.

Mr. Steve Nadeau, 40 years old, is a certified general accountant and has been a member of the Ordre des CGA du Québec since October 1998. Mr. Nadeau's experience with mining companies is the following: he has been Controller of Stone Vogue International Inc., a company specialized in the commercialization of granite, from January 2000 to November 2004. He completed a bachelor's degree in business administration at the Université de Moncton in May 1991. He has been the controller of DAP Technologies Inc. since December 2007. From November 2005 to December 2007, he was the controller of T-Rex Vehicles Inc.

Ms. Judy Baker, 43 years old, most recently was the President, Chief Executive Officer and director of American Lithium Minerals Inc., formerly Black Pearl Minerals Consolidated. Ms. Baker was instrumental in restructuring the company and strategically positioning the company in lithium business. Ms. Baker holds an Honours B.Sc. Geological Engineering in Mineral Resources Exploration and a MBA (University of Western Ontario), and has 17 years of experience in the mining and mineral exploration sector including equity analysis, fund management and exploration and mining company activity.

The Corporation's by-laws provide for the members of the Board to be elected annually. Each director remains in office until the next annual shareholder's meeting or until his successor is elected or appointed.

Mr. Bourassa spends 100% of his time on the Corporation business, Mr. Baril approximately 30% of his time on the Corporation's business, and the other directors and executive officers approximately 5% of their time on the Corporation's business.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Due to the size and history of the Corporation, the Board is responsible of establishing the compensation of the Named Executive Officers.

The compensation of the Corporation's Named Executive Officers has been established with a view to attracting and retaining persons critical to the Corporation's short and long-term success and to continuing to provide to such persons with compensation that is in accordance with existing market standards generally.

Through its compensation practices, the Corporation seeks to provide value to its shareholders through a strong executive leadership. Specifically, the Corporation's Named Executive Officers compensation structure seeks to: (i) attract and retain talented and experienced executives necessary to achieve the Corporation's strategic objectives; (ii) motivate and reward executives whose knowledge, skills and performance are critical to the Corporation's success; (iii) align the interests of the Corporation's executives and shareholders by motivating executives to increase shareholder value, and (iv) provide a competitive compensation package in which a significant portion of total compensation is determined by corporate and individual results and the creation of shareholder value and foster a shared commitment among executives by coordinating their corporate and individual goals.

Within the context of the overall objectives of the Corporation's compensation practices, the Corporation determined the specific amounts of compensation to be paid to each of its Named Executive Officers based on a number of factors, including: (i) the Corporation's understanding of the amount of compensation generally paid by similarly situated companies to their executives with similar roles and responsibilities; (ii) the Corporation's executives' performance during the fiscal year in general and as measured against predetermined corporate and individual performance goals; (iii) the roles and responsibilities of the Corporation's executives; (iv) the individual experience and skills of, and expected contributions from the Corporation's executives; (v) the amounts of compensation being paid to the Corporation's other executives; and (vi) any contractual commitments that the Corporation has made to its executives regarding compensation.

The following table details the compensation paid to the President, Chief Executive Officer and Secretary, and the Chief Financial Officer of the Corporation for the fiscal year ended June 30, 2009.

Name and principal position	Year[(1)]	Remuneration ($)	Share-based awards ($)	Option-base awards ($)	Non-equity incentive plan compensation ($)		Pension value ($)	All other compensation ($)	Total compensation ($)
					Annual incentive plans	Long-term incentive plans			
Guy Bourassa, President, Chief Executive Officer and Secretary	2009	$73,369	-	-	-	-	-	-	$73,369
Steve Nadeau, Chief Financial Officer	2009	$10,650	-	-	-	-	-	-	$10,650

Notes:

1. The Corporation has not paid any remuneration to its Named Executive Officers until January 2008 when it started its operation.

Outstanding Share-Based Awards and Option-Based Awards

Since its incorporation until the most recently completed financial year ended June 30, 2009, the Corporation has not granted any option to its Named Executive Officers.

Employment Contracts

Guy Bourassa

No written employment contract exists between the Corporation and Mr. Guy Bourassa in his capacities of President, Chief Executive Officer and Secretary. Since January 14, 2008, Mr. Guy Bourassa's annual remuneration is $75,000. After the Closing Date, Mr. Bourassa's annual remuneration will be increased to $125,000 in replacement of the total compensation based on professional fees paid to Mr. Bourassa in 2009. Mr. Bourassa is not party to any non-competition or confidentiality agreement with the Corporation.

Steve Nadeau

No written employment contract exists between the Corporation and Mr. Steve Nadeau in his capacities of Chief Financial Officer. Since January 14, 2008, Mr. Steve Nadeau has received a remuneration based on an hourly rate with a minimum annual fee of $7,800. Mr. Nadeau is not party to any non-competition or confidentiality agreement with the Corporation.

Pension Plan Benefits

The Corporation has no pension plan in place.

Directors' Compensation

The directors of the Corporation are paid as follows starting October 1, 2009:

Chairman of the Board and the audit committee	$24,000 per year, paid monthly
Directors of the Corporation who are not employees	$4,000 per year, paid monthly $500 for attending a meeting of the Board and $250 per Board's meeting held by way of a conference call with a maximum per day of $500
Members of committees who are not employees	$1,000 per year

The Corporation will grant to its directors 50,000 options per year vested equally every quarter the next Monday following the filing of the interim and annual financial statements of the Corporation on SEDAR at a price equal to the closing price of the Common Shares listed on TSXV, the Friday before the grant, subject to the terms and conditions of the Stock Option Plan of the Corporation.

Since its incorporation until its last fiscal year ended June 30, 2009, the Corporation has not paid the directors of the Corporation, acting in such capacity, any compensation nor granted any options.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As of the date of this Prospectus, no director, officer of the Corporation or any associate of such person, is or ever has been indebted to the Corporation; nor has any such person's indebtedness to another entity been the subject of a guarantee, letter of credit or other similar arrangement provided by the Corporation.

AUDIT COMMITTEE

Audit Committee

The information on the Corporation's Audit Committee in accordance with Regulation 52-110 is provided hereinafter.

The Audit Committee's Charter

The Audit Committee's charter describes the duties, responsibilities and skills required of its members as well as the terms of their nomination and dismissal and their relationship with the Board. The charter is attached to this Prospectus as Schedule "A".

Composition of the Audit Committee

As of the date of this Prospectus, the Audit Committee is currently made up of the following individuals:

Name	Independent	Financially Literate
Michel Baril	yes	yes
Yves Caron	yes	yes
René Lessard	yes	yes

Relevant Education and Experience

For the relevant education and experience of the Audit Committee members, see their biography under heading "Directors and Executive Officers – Information about Management and Directors" of this Prospectus.

Audit Committee Oversight

Since the beginning of the fiscal year ended June 30, 2009, a recommendation of the Audit Committee to nominate or compensate an external auditor was not adopted by the Board.

Reliance on Certain Exemptions

Since the beginning of the fiscal year ended June 30, 2009, the Corporation has not relied on the exemption in section 2.4 of Regulation 52-110 or on an exemption granted under Part 8 of this regulation.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies or procedures with respect to the awarding of contracts for non-audit services.

External Auditor Service Fees

For the fiscal years ended June 30, 2008 and June 30, 2009, the following fees were invoiced to the Corporation by Dallaire & Lapointe Inc., Chartered Accountants:

	2008	2009
Audit Fees	$13,485	$14,000
Audit-Related Fees[(1)]	$7,835	$0
Tax Fees[(2)]	$0	$4,000
All Other Fees	$0	$0
Total	$21,320	$18,000

Notes:

1. Services related to the preparation of the Prospectus of the Corporation filed in 2008.
2. Preparation of the Corporation's tax return.

Exemption

The Corporation is a "venture issuer" within the meaning of Regulation 52-110 and, as such, benefits from the exemption provided for in section 6.1 of this regulation.

CORPORATE GOVERNANCE

The information on the Corporation's corporate governance in accordance with Regulation 58-101 is provided hereinafter.

Board of Directors

Michel Baril, Yves Caron, Judy Baker and René Lessard are independent directors.

Guy Bourassa, President, Chief Executive Officer and Secretary, is not an independent director because he is an executive officer of the Corporation within the meaning of Regulation 52-110.

The Board has not yet implemented measures as to facilitate the exercise of independent supervision of the directors.

Directorships

None of the directors are currently directors of other issuers that are also reporting issuers (or the equivalent) in a territory of Canada or in a foreign territory, except for Mr. Michel Baril, who is a director of Raymor Industries Inc., (RAR-V), Komet Manufacturers Inc. (AQD-V) and Imaflex Inc. (IFX.A-V).

Orientation and Continuing Education

The Board encourages the directors to take relevant training programs offered by different regulatory bodies and gives them the opportunity to expand their knowledge about the nature and operations of the Corporation's business and the mining industry in general.

Ethical Business Conduct

A director, in the exercise of his functions and responsibilities, must act with complete honesty and good faith in the best interests of the Corporation. He must also act in accordance with the applicable laws, regulations and policies.

In the event of a conflict of interest, a director is required to declare the nature and extent of any material interest he has in any important contract or proposed contract of the Corporation, as soon as he has knowledge of the agreement or of the Corporation's intention to consider or enter into the proposed contract and in such a case, the director shall abstain from voting on the subject.

Nomination of Directors

In identifying and designating new candidates for the position of director, the Board carefully reviews and assesses the professional skills and abilities, the personality and other qualifications of each candidate, including the time and energy that the candidate is able to devote to this task as well as the contribution that he or she can make to the Board.

Compensation

The Board determines the compensation of the Corporation's directors and officers. In order to establish the compensation of the Corporation's directors and officers, the Board compares the total compensation offered in the market after consulting the directors and resource persons in the industry. The Board reviews the industry data published by recruitment agencies for comparable executive positions. The Board reviews performance annually and in the event of conflicts of interest, only independent directors give their opinion. For that purpose, see heading "Ethical Business Conduct" mentioned above.

Other Board Committees

Besides the Audit Committee, the Board does not have other standing committees.

Assessments

There is no current method used to assess the Board. Once the Corporation completes this Offering, it will adopt measures to assess the performance of the Board.

PLAN OF DISTRIBUTION

Pursuant to the Agency Agreement, the Corporation has appointed the Agent to offer for sale, on a best efforts basis in the Selling Jurisdictions, a minimum of 2,511 A Units and 2,500 B Units of the Corporation at a price of $1,000 per A Unit and $500 per B Unit for minimum gross proceeds of $3,761,000 and a maximum of 4,000 A Units, 5,092 B Units and 649 C Units of the Corporation at a price of $1,000 per A Unit, $500 per B Unit and $2,240 per C Unit for maximum gross proceeds of $7,999,760. The Offering Price of the Units was determined by negotiations between the Corporation and the Agent. The obligations of the Agent under the Agency Agreement are conditional and may be terminated at its discretion on the basis of its assessment of the state of the financial markets and in certain other stated circumstances. Each A Unit is comprised of 1,250 Flow-Through Shares, 400 Common Shares and 825 Warrants. Each B Unit is comprised of 1,000 Common Share and 1,000 Warrants. Each C Unit is comprised of 3,500 Flow-Through Shares and 1,750 Warrants.

Subscriptions for Units will be received subject to rejection or allotment in whole or in part and, subject to raising the Minimum Offering, the right is reserved to close the subscription books at any time without notice. If the Minimum Offering is raised, it is expected that the initial closing of the Offering will take place on or about December 31, 2009, or such later date for the B Units as the Corporation and the Agent may agree, provided that subsequent closings for the B Units may occur up and until the Maximum Offering is achieved for B Units or March 18, 2010, whichever comes first. If the Minimum Offering is not raised on or before December 31, 2009, all funds held in trust by the Agent will be returned to the Purchasers without any deductions.

Pursuant to the Agency Agreement and in consideration for the services rendered by the Agent in connection with the Offering, the Corporation has agreed to pay the Agent a cash commission equal to 8% of the gross proceeds of the Offering ($300,880 in the case of the Minimum Offering and $639,980.80 in the case of the Maximum Offering). The Corporation has also agreed to grant the Broker Warrants that will entitle the Agent to purchase that number of Common Shares equal to 10% of the total number of Common Shares comprised in A Units and B Units sold pursuant to the Offering at a price of $0.50 per Common Share and 10% of the total number of Flow-Through Shares comprised in the A Units and C Units sold pursuant to the Offering at a price of $0.64 per Common Share (664,315 Broker Warrants in the case of the Minimum Offering and 1,396,350 Broker Warrants in the case of the Maximum Offering) for a period of 24 months following the Closing Date. The Broker Warrants and the Common Shares to be issued upon exercise of the Broker Warrants are qualified for distribution under this Prospectus.

The Corporation will pay the Agent's legal fees in connection with the Offering, its reasonable out-of-pocket expenses and corporate finance fees of $50,000, $25,000 of which has already been paid and $25,000 will be paid on the Closing Date (plus applicable taxes).

The TSXV has conditionally accepted the listing of the Common Shares, the Common Shares comprised in the Units, the Common Shares to be issued upon exercise of the Warrants and the Common Shares to be issued upon exercise of the Broker Warrants. Listing will be subject to the Corporation fulfilling all the listing requirements of the TSXV

In addition, pursuant to the Agency Agreement, the Corporation, its officers and directors agree in favor of the Agent that for a period of 180 days after the Closing Date, they will not, except in certain circumstances, offer to sell, contract to sell, or otherwise sell, dispose of, loan, pledge or grant any rights with respect to the Common Shares, any options or warrants to purchase any of the Common Shares or any securities convertible into or exchangeable or exercisable for the Common Shares without the prior written consent of the Agent, which consent will not be unreasonably withheld.

The Agency Agreement also provides that the Corporation will indemnify and save harmless the Agent, its affiliates, directors, officers, employees, partners, agents, advisors and shareholders in respect of certain liabilities and expenses or contribute to any payments the Agent may be required to make in respect thereof.

Pursuant to an Investor Relations Agreement dated July 1st, 2009 between Ansacha and the Corporation (the "Ansacha Investor Relations Agreement"), the Corporation has retained the services of Ansacha to (i) introduce the Corporation to institutional investors, retail brokers, high networks individual investors and European investors; (ii) assist the Corporation to geographically diversify its shareholding base after the Offering is completed; and (iii) assist the Corporation in the Offering. In consideration for such services, the Corporation will: (a) pay to Ansacha monthly work fees of $5,000 (plus taxes and expenses) for a minimum period of 6 months for which 5 monthly payments have been made, and the next payment being due on January 1, 2010; (b) pay to Ansacha a 10% commission on private placements raised by Ansacha; (c) pay to Ansacha a success fee for finding the Agent of 2% on the money the Agent will bring to the Offering subject however that this success fee added to the commission payable to the Agent do not exceed 10%; and (d) grant to Ansacha 150,000 options to purchase Common Shares at a price of $0.15 for a period of 24 months.

Annie Denoncourt is the sole shareholder, a director and the President of Ansacha. Jean-François Lemay is a director and the Secretary and Treasurer of Ansacha. No insider of the Corporation is related to Ansacha.

Pursuant to a Consulting and Finder's Fee Agreement dated September 1st, 2009 between Linx and the Corporation (the "Linx Consulting Agreement"), the Corporation has retained the services of Linx to introduce the Corporation to investors and advise and assist the Corporation in negociation with investors for private placements or the Offering of up to $10,000,000 (the "Transaction"). In consideration for such services, the Corporation will: (i) pay to Linx an introduction fee of $5,000; (ii) pay to Linx finder's fees of 10% of the gross proceeds received from the Transaction less any amount paid to any third party and issue to Linx Warrants to purchase a number of Common Shares (the "Linx Warrants") equal to 10% of the number of Common Shares issued pursuant to the Transaction less any number issued to any third party; (iii) in the event the Corporation completes the Offering for an amount of $5,000,000 or more, the Corporation will issue to Linx 200,000 Linx Warrants, enter into a corporate development contract and pay a president's list fee for all investors introduced by Linx in the Offering by the payment to Linx of finder's fee or the issuance of Linx Warrants or the combination of both in an amount equal to an aggregate of 10% of the gross proceeds received by the Corporation from the president's list fee; and (iv) pay to Linx fees of 3.5% of the value of any alternative transactions completed by the Corporation.

Since the date of this Prospectus and until the Closing Date, the Corporation will not be involved in any private placement with Linx, and as such, no finder's fee will be paid to Linx. Linx will receive finder's fees of 2% of the gross proceeds raised pursuant to the Offering if it introduces investors to the Corporation in the course of the Offering.

Bryce Bradley is the sole shareholder and director and the President of Linx. No insider of the Corporation is related to Linx.

Such considerations will be paid directly to Linx and Ansacha by the Corporation with proceeds to be raised from private placements.

As at the date of this Prospectus, the Corporation does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, a U.S. marketplace, or a marketplace outside Canada and the United States of America other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc.

Certificates representing the Common Shares, the Flow-Through Shares and the Warrants sold under the Offering will be issued in registered form to CDS or its nominee on the Closing Date of the Offering. Transfers of ownership of Common Shares, Flow-Through Shares and Warrants in Canada will be effected through records maintained by CDS Participants, which include securities brokers and dealers, banks and trust companies. Indirect access to the CDS book entry system is also available to other institutions that maintain custodial relationships with a CDS Participant, either directly or indirectly. Each purchaser of Common Shares, Flow-Through Shares and Warrants in Canada will only receive a customer confirmation of purchase from the CDS Participant from or through which such Common Shares, Flow-Through Shares and Warrants are purchased in accordance with the practices and procedures of such CDS Participant.

ELIGIBILITY FOR INVESTMENT

In the opinion of Stein Monast L.L.P., counsel to the Corporation, and Heenan Blaikie, LLP., counsel to the Agent, based on the provisions of the *Income Tax Act* (Canada) (the "Tax Act"), the regulations thereunder (the "Regulations"), provided the Flow-Through Shares, the Common Shares and the Common Shares to be issued upon the exercise of the Warrants are listed on a designated stock exchange (as defined under the Tax Act) (which includes the TSXV), if issued on the date hereof, and would be qualified investments under the Tax Act and the Regulations thereunder for trusts governed by registered retirement savings plans (an "RRSP"), registered retirement income funds, deferred profit sharing plans, registered education savings plans, registered disability savings plans and tax-free savings accounts (a "TFSA") (each, a "Deferred Plan"). The Warrants will be a qualified investment for a Deferred Plan provided the Common Shares to be issued upon the exercise of the Warrants are listed on a designated stock exchange (as defined under the Tax Act) and the Corporation is not a "connected person" under the Deferred Plan. A "connected person" is defined in the Regulations, in relation to a Deferred Plan, as a person who is an annuitant, a beneficiary, an employer or a subscriber under, or a holder of, the Deferred Plan as well as any other person who does not deal at arm's length with that person.

It is not anticipated that Deferred Plans would subscribe for Flow-Through Shares as Deferred Plans would not benefit from a deduction in respect of "Canadian exploration expenses" as defined under the Tax Act and as described below under "Canadian Federal Income Tax Considerations", but purchasers may wish to transfer their Flow-Through Shares to their RRSP or TFSA following the initial purchase. Purchasers who intend to contribute all or a portion of their Flow-Through Shares to an RRSP or a TFSA should consult their own tax advisors as to the tax consequences of such a contribution having regard to their own particular circumstances.

Flow-Through Shares and Warrants will not be a "prohibited investment" for a particular trust governed by a TFSA provided the holder deals at arm's length with the Corporation and does not have a "significant interest" in the Corporation or a person or partnership with which the Corporation does not deal at arm's length for the purpose of the Tax Act. Generally, a holder will not have a significant interest in the Corporation unless the holder and/or persons not dealing at arm's length with the holder, owns directly or indirectly 10% or more of the issued shares of any class of the capital stock of the Corporation or of a corporation related to the Corporation. Holders of trusts governed by a TFSA should consult their own tax advisors to ensure the Common Shares, the Flow-Through Shares and the Warrants would not be a prohibited investment in their particular circumstances.

CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

The following summary is only for the Purchasers of A and B Units. The Purchasers of C Units should consult their own income tax advisors.

In the opinion of Stein Monast L.L.P., counsel to the Corporation, and Heenan Blaikie, LLP, counsel to the Agent, the following is, as of the date hereof, a fair and adequate summary of the principal Canadian federal income tax considerations generally applicable to an investment pursuant to this Offering in Common Shares, Flow-Through Shares and Warrants by purchasers who, for the purposes of the Tax Act, hold such securities as capital property and deal at arm’s length and are not affiliated with the Corporation (“Holders”). Common Shares, Flow-Through Shares and Warrants will generally be considered to be capital property to a Holder thereof unless either the Holder holds such securities in the course of carrying on a business of buying and selling securities or the Holder has acquired such securities in a transaction or transactions considered to be an adventure or concern in the nature of trade.

This summary is not applicable to a Holder: (i) that is a “financial institution” as defined in the Tax Act for purposes of the mark-to-market rules; (ii) that is a “specified financial institution” as defined in the Tax Act; (iii) that is a “principal-business corporation” within the meaning of the Tax Act; (iv) whose business includes trading or dealing in rights, licenses or privileges to explore for, drill or take minerals, oil, natural gas or other related hydrocarbons, all within the meaning of the Tax Act; (v) that is a partnership or trust; (vi) that has made a functional currency reporting election for purposes of the Tax Act; or (vii) an investment in which would constitute a “tax shelter investment” within the meaning of the Tax Act. Such holders should consult their own tax advisors.

This summary is based upon the current provisions of the Tax Act, the Regulations thereunder, counsel’s understanding of the current published administrative practices of the Canada Revenue Agency (the “CRA”) and the proposed amendments to the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the “Proposed Amendments”). This summary assumes that the Proposed Amendments will be enacted as proposed but does not take into account or anticipate any other changes in law, whether by way of judicial, legislative or governmental decision or action, nor does it take into account provincial, territorial or foreign income tax considerations. No assurances can be given that the Proposed Amendments will be enacted as proposed, if at all, or that legislative, judicial or administrative changes will not modify or change the statements expressed herein.

This summary assumes that the Corporation will make all tax filings in respect of the issue of the Flow-Through Shares and the renunciation of CEE in the manner and within the time required by the Tax Act and that all renunciations will be validly made. While the Corporation has agreed to furnish each Holder of Flow-Through Shares with information relevant to the Holder’s Canadian federal and provincial income tax returns, the preparation and filing of those returns will remain the responsibility of each Holder. This summary further assumes that the Corporation will incur (or will be deemed to have incurred) sufficient CEE to enable it to renounce to Holders of Flow-Through Shares all of the expenses covenanted to be renounced by the Corporation pursuant to subscription agreements substantially in the form attached hereto as Schedule “B” effective on or before the dates set out therein. This summary is based on the representation of the Corporation that it is and will be a “principal-business corporation” for the purposes of the Tax Act at all material times. This summary also assumes that any Flow-Through Shares will not be “prescribed shares” within the meaning of the relevant provisions of the Tax Act when they are issued and that all expenses herein discussed are reasonable in amount. No opinion is expressed regarding any of the assumptions made in this discussion of income tax considerations. If any of the above assumptions are incorrect, the Corporation may be unable to renounce some or all of the CEE which it has agreed to renounce in the subscription agreements.

The Canadian federal income tax consequences to a particular Holder will vary depending on a number of factors, including the province where a particular Holder resides, carries on business or has a permanent establishment and the amount that would be the Holder’s taxable income but for the

subscription for Flow-Through Shares. The following discussion of the income tax consequences is, therefore, of a general nature only and is not exhaustive of all the income tax consequences and is not intended to constitute income tax advice to any particular Holder. Accordingly, Holders should consult their own income tax advisors.

Residents of Canada

The following discussion applies to a Holder of Common Shares and Warrants, who, at all relevant times, is or is deemed to be resident in Canada for the purpose of the Tax Act (a "Resident Holder"). Certain Resident Holders whose Common Shares might not otherwise be capital property, may, in certain circumstances, be entitled to have such Common Shares and all other "Canadian Securities", as defined in the Tax Act, treated as capital property by making the irrevocable election permitted by subsection 39(4) of the Tax Act. This election does not apply to Warrants. Resident Holder's should consult their own tax advisors regarding this election.

Acquisition of A Units or B Units

The total purchase price of A Units or B Units to a Resident Holder must be allocated on a reasonable basis between the Common Shares the Flow-Through Shares, and the Warrants to determine the cost of each for purposes of the Tax Act. For its purposes, the Corporation intends to allocate an amount of $0.64 for each Flow-Through Share comprised in the A Units. The Corporation also intends to allocate an amount of $0.4999 for each Common Share comprised in the B Units and $0.0001 for each Warrant comprised in the B Units. Although the Corporation believes that its allocation is reasonable, it is not binding on the CRA or the Resident Holder. The Resident Holder's adjusted cost base ("ACB") of the Common Share comprising a part of each A Unit and B Unit will be determined by averaging the cost allocated to the Common Share with the adjusted cost base to the Resident Holder of all Common Shares of the Corporation owned by the Resident Holder immediately prior to such acquisition.

Acquisition of Flow-Through Shares

Each Flow-Through Share will be issued at a price of $0.64. However, the initial cost of a Flow-Through Share for the purposes of the Tax Act is deemed to be nil. The Resident Holder's adjusted cost base of a Flow-Through Share will be determined by averaging the adjusted cost base to the Resident Holder of all Common Shares of the Corporation owned by the Resident Holder (including those included into the A Units or B Units, the Common Shares issued upon the exercise of the Warrants and the Flow-Through Shares).

Exercise of Warrants

No gain or loss will be realized by a Resident Holder upon the exercise of a Warrant to acquire a Common Share. When a Warrant is exercised, the Resident Holder's cost of the Common Share acquired thereby will be the aggregate of the Resident Holder's adjusted cost base of such Warrant and the exercise price paid for the Common Share. The Resident Holder's adjusted cost base of the Common Share so acquired will be determined by averaging such cost with the adjusted cost base to the Resident Holder of all Common Shares of the Corporation owned by the Resident Holder immediately prior to such acquisition, including Common Shares and Flow-Through Shares (the ACB of which is deemed nil at issuance).

Disposition and Expiry of Warrants

A disposition or deemed disposition by a Resident Holder of a Warrant (other than upon the exercise thereof) will generally give rise to a capital gain (or capital loss) equal to the amount by which the proceeds of disposition, net of any reasonable costs of disposition, are greater (or less) than such Resident Holder's adjusted cost base of the Warrants. In the event of the expiry of an unexercised Warrant, the Resident Holder will realize a capital loss equal to the Resident Holder's adjusted cost base of such Warrant. The tax treatment of capital gains and capital losses is discussed in greater detail below under subheading "Capital Gains and Capital Losses".

Dividends

Dividends received or deemed to be received on Common Shares will be included in computing the Resident Holder's income. In the case of an individual Resident Holder such dividends will be subject to the gross-up and dividend tax credit rules normally applicable in respect of taxable dividends received from taxable Canadian corporations (as defined in the Tax Act). A dividend will be eligible for the enhanced gross-up and dividend tax credit if the recipient is notified in writing by the Corporation, at or before the time the dividend is paid, designating the dividend as an eligible dividend. There may be limitations on the ability of the Corporation to designate dividends as eligible dividends. Dividends received or deemed to be received on the Common Shares by a corporation must be included in computing its income but generally will be deductible in computing its taxable income.

Private corporations (as defined in the Tax Act) and certain other corporations controlled by or for the benefit of an individual (other than a trust) or related group of individuals (other than trusts) generally will be liable to pay a 33⅓% refundable tax under Part IV of the Tax Act on dividends received or deemed to be received on the Common Shares to the extent such dividends are deductible in computing taxable income. This refundable tax generally will be refunded to a corporate Resident Holder at the rate of $1 for every $3 of taxable dividends paid while it is a private corporation.

Dispositions of Common Shares

A disposition or deemed disposition by a Resident Holder of Common Shares will generally give rise to a capital gain (or capital loss) equal to the amount by which the proceeds of disposition, net of any reasonable costs of disposition, are greater (or less) than such Resident Holder's adjusted cost base of such shares. The tax treatment of capital gains and capital losses is discussed in greater detail below under subheading "Capital Gains and Capital Losses".

A Resident Holder who disposes of Flow-Through Shares will retain the entitlement to receive renunciations of CEE from the Corporation as described below as well as the ability to deduct any CEE previously deemed to have been incurred by the Resident Holder and a subsequent purchaser of such shares will not be entitled to any renunciations of CEE.

Capital Gains and Capital Losses

One-half of any capital gain will be included in income as a taxable capital gain and one-half of any capital loss may normally be deducted as an allowable capital loss against taxable capital gains realized in the year of disposition. Any unused allowable capital losses may be applied to reduce net taxable capital gains realized in the three preceding taxation years or any subsequent taxation year, subject to the provisions of the Tax Act in that regard.

The amount of any capital loss realized on the disposition or deemed disposition of Common Shares by a Resident Holder that is a corporation may be reduced by the amount of dividends received or deemed to have been received by it on such shares or shares substituted for such shares to the extent and in the circumstances prescribed by the Tax Act. Similar rules may apply where a Resident Holder that is a corporation is a member of a partnership or beneficiary of a trust that owns such shares.

A Resident Holder that is throughout the relevant taxation year a "Canadian-controlled private corporation" (as defined in the Tax Act) also may be liable to pay an additional refundable tax of 6⅔% on its "aggregate investment income" for the year which will include taxable capital gains. This refundable tax generally will be refunded to a corporate Resident Holder at the rate of $1 for every $3 of taxable dividends paid while it is a private corporation.

Individuals (other than certain trusts) may be subject to alternative minimum tax in respect of realized capital gains. (See below under heading "Alternative Minimum Tax".)

Renunciation of CEE in Respect of Flow-Through Shares

Subject to certain limitations and restrictions contained in the Tax Act, a "principal-business corporation" (as defined in the Tax Act) that incurs CEE pursuant to an agreement for the issue of its "flow-through shares" will be entitled to renounce such CEE to the initial holder of the Flow-Through Shares and the CEE so renounced will be deemed to have been incurred by such holder as CEE on the effective date of the renunciation.

The Tax Act contains a one-year "look-back" rule which, if certain conditions are satisfied, will permit the Corporation to renounce CEE incurred by it in 2010 to Resident Holders of Flow-Through Shares effective on

December 31, 2009. In other words, Resident Holders of Flow-Through Shares would be deemed to have incurred the CEE on December 31, 2009 even though the Corporation would not have incurred the expenditures until 2010. For this rule to apply in respect of CEE incurred in 2010, the Resident Holder must have paid the consideration in money for the share, and a subscription agreement must have been entered into during 2009 and prior to December 31, 2009. In the event that the Corporation does not incur CEE during 2010 at least equal to the amounts renounced under the one year "look-back" rule, the Corporation will be required to reduce the amount of CEE renounced to the Resident Holders and the Resident Holders' income tax returns for the years in which the CEE was claimed will be reassessed accordingly. A Resident Holder will not be subject to any penalties for any such reassessment and will not be subject to any interest charges for any additional taxes payable if such taxes are paid by an individual Resident Holder on or prior to April 30, 2011.

The Corporation has undertaken to incur sufficient CEE prior to December 31, 2010 so as to enable the Corporation to renounce in favour of the Resident Holders of Flow-Through Shares an amount equal to the gross proceeds derived from the issuance of the Flow-Through Shares.

CEE deemed to have been incurred by a Resident Holder will be added to the cumulative CEE ("CCEE") account of such Resident Holder. A Resident Holder may deduct in computing income from all sources for a taxation year such amount as may be claimed not exceeding 100% of the balance in the Resident Holder's CCEE account at the end of a taxation year. To the extent that a Resident Holder does not deduct the balance of the Resident Holder's CCEE account at the end of a taxation year, the balance will be carried forward and may be deducted by the Resident Holder in subsequent taxation years in accordance with the provisions of the Tax Act. The CCEE account of a Resident Holder is reduced by the amount deducted by him in prior years and by the amount of any assistance that the Resident Holder receives or is entitled to receive in respect of CEE included in the CCEE account. If the balance of the Resident Holder's CCEE account is "negative" at the end of a taxation year, which may occur if the Resident Holder receives or becomes entitled to receive assistance payments which relate to CCEE incurred in a prior year or if there are other adjustments to that CCEE account, the "negative" amount must be included in the Resident Holder's income for that taxation year, and the balance of the Resident Holder's CCEE account then becomes nil. The right to deduct CCEE accrues to the initial purchaser of Flow-Through Shares and is not transferable. A Resident Holder's CCEE account will be reduced by the amount of any assistance, including grants, that the Resident Holder has received or is entitled to receive in respect of CEE.

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

In addition, a holder who is an individual (other than a trust) will be permitted to claim a 15% non-refundable investment tax credit ("ITC") reducing the individual's federal tax otherwise payable in such taxation year where certain CEE is renounced to the holder. Such expenses must be incurred, or deemed to have been incurred before January 1, 2011. It cannot be assured that any expenses will qualify for the ITC. The extension of the ITC program was announced in the 2009 federal budget. The holder will be required to deduct the amount of any tax credit claimed in a taxation year from such holder's cumulative CCEE account in the following taxation year, which may result in an income inclusion in that year for federal income tax purposes.

Alternative Minimum Tax

Under the Tax Act, taxes payable by an individual and by most trusts will be the greater of the taxes otherwise determined and an alternative minimum tax computed by reference to such individual's adjusted taxable income for the taxation year in excess of a $40,000 exemption and reduced by certain tax credits. In calculating adjusted taxable income for the purpose of computing the minimum tax, certain deductions and credits otherwise available are disallowed and certain amounts not otherwise included in income are included. The disallowed items include deductions claimed by the individual in respect of CEE in a particular taxation year to the extent such deductions exceed the individual's resource income (including income attributable to a disposition of Canadian resource properties) in that year. Whether and to what extent the tax liability of a particular Resident Holder will be increased by the alternative minimum tax will depend on the amount of such Resident Holder's income, the sources from which it is derived, and the nature and amounts of any deductions such Resident Holder claims.

Any additional tax payable by an individual for the taxation year resulting from the application of the alternative minimum tax will be deductible in any of the seven immediately following taxation years in computing the amount that would, but for the alternative minimum tax, be such individual's tax otherwise payable for any such year to the extent that such tax payable exceeds the individual's alternative minimum tax calculation for that particular year.

Cumulative Net Investment Loss

One-half of the amount of the CEE renounced to a Resident Holder will be added to the Resident Holder's cumulative net investment loss ("CNIL") account, within the meaning of the Tax Act. A Resident Holder's CNIL account may impact a Resident Holder's ability to access the $750,000 lifetime capital gains exemption available on the disposition of certain qualified small business corporation shares and farm property.

BECAUSE THE TAX CONSEQUENCES OF ACQUIRING, HOLDING OR DISPOSING OF THE OFFERED SECURITIES MAY VARY DEPENDING ON THE PARTICULAR CIRCUMSTANCES OF EACH HOLDER AND OTHER FACTORS, HOLDERS ARE URGED TO CONSULT WITH THEIR OWN TAX ADVISORS TO DETERMINE THE PARTICULAR TAX CONSEQUENCES TO THEM OF ACQUIRING, HOLDING OR DISPOSING OF THE OFFERED SECURITIES OF THE CORPORATION.

ILLUSTRATION OF POSSIBLE TAX DEDUCTIONS

The following table illustrates the total estimated deductions available to subscribers in 2009 in "flow-through" shares included in the A Units, based on the assumption that the subscribers are individuals residing in the Province of Québec, that they are taxed at the combined provincial and federal maximum marginal rates, that each of the subscribers meets the conditions prescribed by the Tax Act and the *Taxation Act* (Québec) (the "Québec Act").

The following calculations and assumptions do not constitute a forecast, projection, estimate of possible results, contractual undertaking or guarantee. An investment in A Units is appropriate only for Purchasers who have the capacity to absorb a loss of their investment. The tax benefits resulting from an investment in the A Units are greatest for a Purchaser whose income is subject to the highest marginal income tax rate. Regardless of any tax benefits that may be obtained, a decision to purchase A Units should be based primarily on an appraisal of the merits of the investment and on a Purchaser's ability to bear a loss of his or her investment. **Purchasers acquiring A Units with a view to obtaining tax advantages should obtain independent tax advice from a tax advisor who is knowledgeable in the area of income tax law.**

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

	Minimum Offering **$**	**Maximum Offering** **$**
Investment (per A Unit)	1,000	1,000
Offering expenses deduction (Québec)(1)	107	111
CEE deduction(2)	800	800
Additional CEE (Québec)(2)(3)	400	400
Supplementary CEE (Québec)(2)(4)	200	200
Total estimated deduction for tax purposes(5)		
Federal CEE ($800.00 x 24.215%)	193.72	193.72
Québec – additional and supplemental CEE ($1,200 x 24%)	288	288
Québec – minimum ($107 x 24%)	25.78	--
Québec – maximum ($111 x 24%)	--	26.67
Federal Investment Tax Credit(6)	120	120
Estimated Tax Savings	627.50	628.39
After-tax cost	372.50	371.61

The following assumptions form an integral part of the calculations in the above illustration of possible income tax deductions.

1. The Québec Act provides a mechanism by which the expenses of the Offering are deductible at the provincial level up to 15% of the gross proceeds of the Offering. The expenses of the Offering, which only include the Agent's fee and commission, are estimated at $370,000, which represent 9.25% of the gross proceeds in the event of the Minimum Offering and $770,000, which represent 8.56% of the gross proceeds in the event of the Maximum Offering. However, the amount that a Purchaser can include, and thus deduct, in his account in respect of certain expenses of the Offering cannot exceed the surplus of the consideration that the Purchaser paid to acquire Flow-Through Shares pursuant to the Offering and the overall amount which the Corporation renounced (at the latest at the end of the year) in favor of the Purchaser in respect of the Flow-Through Shares. The table assumes that the Agent's fee and commission qualify for this deduction.

2. It is assumed that 100% of the proceeds from the Flow-Through Shares will be spent or deemed to be spent on CEE on or before December 31, 2010.

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

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

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

6. The holder is entitled to claim this non-refundable "flow-through mining expenditure" investment tax credit in the 2009 taxation year. The credit claimed reduces the cumulative CEE account for the year following the year in which it is claimed. If the CEE account becomes negative, that is if the holder does not acquire flow-through shares in 2010, an income tax of $28.80 ($120 x 24%) will be payable in 2010 on the income inclusion.

Purchasers of A Units and C Units should consult their own tax advisors on the federal and provincial tax considerations of an investment in the Flow-Through Shares.

RISK FACTORS

An investment in the Units offered hereunder should be considered highly speculative due to the nature of the Corporation's business and the present stage of development. Investors may lose their entire investment. An investment in the Units should only be made by knowledgeable and sophisticated investors who are willing to risk and can afford the loss of their entire investment. Prospective investors should consult with their professional advisors to assess an investment in the Corporation. In evaluating the Corporation and its business, investors should carefully consider, in addition to the other information contained in this Prospectus, the following risk factors. These risk factors are not a definitive list of all risk factors associated with an investment in the Corporation or in connection with the Corporation's operations.

No Established Market

Listing is subject to the Corporation fulfilling all the requirements of the TSXV. There is currently no market through which the Corporation's securities may be sold and purchasers may not be able to resell the Units purchased under this Prospectus. Even if a market develops, there is no assurance that the Offering Price of the Units offered under this Prospectus, which was determined by negotiation between the Corporation and the Agent, will reflect the market price of the Units once a market has developed. If an active public market for the

Common Shares and Warrants forming part of the Units does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline below the share component of the Offering Price.

Liquidity Concerns and Future Financing Requirements

After completion of the Offering, the Corporation may require additional financing in order to fund its full exploration program. The ability of the Corporation to arrange such financing in the future will depend in part upon prevailing capital market conditions, as well as the business success of the Corporation. There can be no assurance that the Corporation will be successful in its efforts to arrange additional financing on terms satisfactory to the Corporation. If additional financing is raised by the issuance of Common Shares from treasury, control of the Corporation may change and shareholders may suffer additional dilution. If adequate funds are not available, or are not available on acceptable terms, the Corporation may not be able to exercise its option to acquire its properties, to take advantage of other opportunities, or otherwise remain in business.

Property Interests

The Corporation does not own all of its properties. For some of them, it holds its interest by way of option, and as a result if the Corporation fails to comply with its obligations under the Lac Levac Option Agreement and the Kativik Option Agreement, it will lose all of its interest in the properties under option, and will not be entitled to a refund of any of its option payments or expenditures. There is no guarantee that the Corporation will be able to raise sufficient funding in the future to make all payments under the Lac Levac Option Agreement and the Kativik Option Agreement. If the Corporation loses or abandons its interest in the properties under option, there is no assurance that it will be able to acquire another mineral property of merit or that such an acquisition would be approved by the TSXV. There is also no guarantee that the TSXV will approve the acquisition of any additional properties by the Corporation, whether by way of option or otherwise.

Substantial Capital Expenditures Required

Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that the funds required for development can be obtained on a timely basis. The discovery of mineral deposits is dependent upon a number of factors. These factors include, but are not limited to, the quality of the team in charge of prospecting, the quality of the field, including the grade and tonnage of ore, the configuration of the orebody, climatic conditions, adequate access to the site and any other unforeseen events. The commercial viability of a mineral deposit once discovered is also dependent upon a number of factors, some of which relate to particular attributes of the deposit, such as size, grade and proximity to infrastructure, and some of which are more general factors such as metal prices and government regulations, including environmental protection. Most of these factors are beyond the control of the Corporation. In addition, because of these risks, there is no certainty that the expenditures to be made by the Corporation on the exploration of its properties as described herein will result in the discovery of commercial quantities of ore.

Additional Funding Requirements

The further exploration and development of the properties, and any other mineral properties in which the Corporation may hold an interest will require additional equity or debt financing. Failure to obtain additional financing could result in delay or indefinite postponement of further exploration and development or forfeiture of some rights in the Corporation's mineral properties. Events in the equity market may impact the Corporation's ability to raise additional capital in the future.

Even if the results of exploration are encouraging, the Corporation may not have sufficient funds to conduct the further exploration that may be necessary to determine whether or not commercial mineral deposits exist on the properties. While the Corporation may generate additional working capital through further equity offerings or through the sale or possible syndication of its properties, there is no assurance that any such funds will be available. If available, future equity financing may result in substantial dilution to Purchasers under the Offering. At present, it is impossible to determine what amounts of additional funds, if any, may be required.

Future Acquisitions

As part of the Corporation’s business strategy, it may seek to grow by acquiring companies, assets or establishing joint ventures that it believes will complement its current or future business. The Corporation may not effectively select acquisition candidates, or negotiate or finance acquisitions, or integrate the acquired businesses and their personnel or acquire assets for its business. The Corporation cannot guarantee that it will be able to complete any acquisition it may pursue on favorable terms, or that any acquisitions completed will ultimately benefit its business. Future acquisitions may also result in substantial dilution to shareholders.

Exploration and Development

The properties are in the exploration stage and are without a known body of commercial ore. Mineral exploration and development involves a degree of risk which even a combination of experience, knowledge and careful evaluation may not be able to mitigate. The vast majority of properties which are explored are not ultimately developed into producing mines. There is no assurance that the Corporation’s mineral exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Corporation’s operations will be in part directly related to the cost and success of its exploration programs, which may be affected by a number of factors.

Reliability of Historical Information

The Corporation has relied, and the Technical Reports are based, in part, upon historical data compiled by parties previously involved with the properties. To the extent that any of such historical data is inaccurate or incomplete, the Corporation's exploration plans may be adversely affected.

Operating Hazards and Risks

Operations in which the Corporation has a direct or indirect interest will be subject to hazards and risks normally incidental to exploration, development and production of minerals, any of which could result in work stoppages, damage to or destruction of property, loss of life and environmental damage. The Corporation does not currently carry any liability insurance for such risks, electing instead to ensure its contractors have adequate insurance coverage. The nature of these risks is such that liabilities might exceed any insurance policy limits, the liabilities and hazards might not be insurable or the Corporation might not elect to insure itself against such liabilities due to high premium costs or other factors. Such liabilities may have a materially adverse effect upon the Corporation’s financial condition.

Fluctuating Mineral Prices

The mining industry is heavily dependent upon the market price of the metals or minerals being mined. There is no assurance that, even if commercial quantities of mineral resources are discovered, a profitable market will exist for the sale of the same. There can be no assurance that mineral prices will be such that the Corporation’s properties can be mined at a profit. Factors beyond the control of the Corporation may affect the marketability of any minerals discovered. The prices of many base and precious metals have experienced volatile and significant price movements over short periods of time, and are affected by numerous factors beyond the control of the Corporation.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in Canada and in the United States have experienced a high level of price and volume volatility, and the market prices of securities of many companies, including mining companies, have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Corporation in creating revenues, cash flows or earnings. The value of the Common Shares distributed hereunder may therefore be affected by such volatility.

Competition

The mining industry is intensely and increasingly competitive, and the Corporation competes for exploration and exploitation properties with many companies possessing greater financial resources and technical facilities than itself. Competition in the mining business could adversely affect the Corporation's ability to acquire suitable producing properties or prospects for mineral exploration in the future.

Title Matters

While the Corporation has reviewed and is satisfied with the title to the claims comprising its properties, and, to the best of its knowledge, such title is in good standing, there is no guarantee that titles to such claims will not be challenged or impugned. The properties may be subject to prior unregistered agreements of transfer or aboriginal land claims, and title may be affected by undetected defects.

Environmental Risks and Other Regulatory Requirements

The current or future operations of the Corporation, including exploration or development activities and commencement of production on its properties require permits from various federal, provincial and local governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, taxes, labor standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. Companies engaged in the development and operation of mines and related facilities generally experience increased costs and delays in production and other schedules as a result of the need to comply with the applicable laws, regulations and permits. There can be no assurance that all permits which the Corporation may require for the construction of mining facilities and conduct of mining operations will be obtainable on reasonable terms or that such laws and regulations would not have an adverse effect on any mining project which the Corporation might undertake.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material impact on the Corporation and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in the development of new mining properties.

Industry Regulation

The Corporation currently operates its business in a regulated industry. Any changes in governmental laws, regulations, economic conditions or shifts in political attitudes or stability are beyond the control of the Corporation and may adversely affect its business. In addition, shortages of skilled labor and deficiencies in infrastructure may negatively influence costs of exploration and development.

Uncertainty of Use of Proceeds

Although the Corporation has set out its intended use of proceeds from this Offering, the same are estimates only and subject to change. While management does not contemplate any material variation, management does retain broad discretion in the application of such proceeds.

Conflicts of Interest

Some of the directors and officers of the Corporation are engaged and will continue to be engaged in the search for additional business opportunities on behalf of other corporations, and situations may arise where these directors and officers will be in direct competition with the Corporation. Conflicts, if any, will be dealt with in accordance with the relevant provisions of the *Canada Business Corporations Act.* Some of the directors and officers of the Corporation are or may become directors or officers of other companies engaged in same or other business ventures.

Prospect of Dividends

The Corporation does not anticipate that any dividends will be paid on the Common Shares in the foreseeable future.

Dependence on, and Protection of, Key Personnel

The success of the Corporation is currently largely dependent on the performance of its directors and officers. The loss of the services of any of these persons could have a materially adverse effect on the Corporation's business and prospects. There is no assurance the Corporation can maintain the services of its directors, officers or other qualified personnel required to operate its business.

PROMOTER

Guy Bourassa may be considered a promoter of the Corporation. He took the initiative in founding and organizing the business of the Corporation. See "Selected Financial Information and Management's Discussion and Analysis" for a description of the nature and amount of the consideration received by Guy Bourassa from the Corporation. See also "Directors and Officers" for a description of the number and percentage of Common Shares owned by Mr. Bourassa and for a description of Mr. Bourassa's experience. See "Executive Compensation" for a description of the consideration received and to be received by Mr. Bourassa for his services to the Corporation. See "General Development of the Business – Lac Arques Property" for additional details about the number of securities of the Corporation that will be owned by Guy Bourassa on the Listing Date and the nature and amount to be received by Guy Bourassa in consideration of the acquisition of the Lac Arques Property.

Mr. Bourassa is not, as at the date of this Prospectus, or has not been within the 10 years before the date of this Prospectus, a director, chief executive officer or chief financial officer of any person or company that was subject to one of the following orders, that was in effect for a period of more than 30 consecutive days:

(i) a cease trade order, an order similar to a cease trade order or an order that denied this person access to any exemption under securities legislation that was issued while Mr. Bourassa was acting in the capacity as director, chief executive officer or chief financial officer; or

(ii) a cease trade order, an order similar to a cease trade order or an order that denied this person access to any exemption under securities legislation that was issued after Mr. Bourassa ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while he was acting in the capacity as director, chief executive officer of chief financial officer.

Mr. Bourassa was President of T-Rex Vehicle Inc., a private company, when it made an assignment in bankruptcy on April 2002. Mr. Bourassa was also President of TMI-Learnix Inc. 6 months before it made an assignment in bankruptcy.

Mr. Bourassa has not, within the 10 years before the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold his assets.

Mr. Bourassa has not been imposed any penalties or sanctions by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a security regulatory authority or has been imposed any other penalties or sanctions by a court or a regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

There are no legal proceedings outstanding or regulatory actions, threatened or pending, as of the date hereof, involving the Corporation or any of its properties or which the Corporation is a party or to which the properties are subject, nor to the knowledge of the Corporation are any such legal proceedings contemplated which could become material to a purchaser of securities of the Corporation.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No director or officer of the Corporation or person or company that beneficially own, or control or direct, directly or indirectly, more than 10% of the issued and outstanding Common Shares of the Corporation, or any known associate or affiliate of such persons, has or has had any material interest, direct or indirect, in any transaction or in any proposed transaction which has materially affected or could materially affect the Corporation, since the inception of the Corporation, except Mr. Guy Bourassa, one of the vendors of the Lac Arques Property, and Kativik. (See "Promoter" and "The Business – Kativik Property").

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

The Corporation is not a "related issuer" or a "connected issuer" (as such terms are defined in Regulation 33-105) to the Agent.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Corporation are Dallaire & Lapointe Inc., Chartered Accountants, at their office located at 69, Perreault E Street, Rouyn-Noranda, Québec J9X 3C1, who have advised the Corporation that they are independent in accordance with the Code of Ethics of the Ordre des comptables agréés du Québec.

The transfer agent and registrar of the Corporation is Computershare Investor Services Inc. at its offices located at 1500, University Street, Suite 700, Montréal, Québec H3A 3S8.

MATERIAL CONTRACTS

Except for contracts entered into in the ordinary course of business, the following are the only material contracts entered into by the Corporation since its incorporation on May 16, 2007:

1. Lac Arques Purchase and Sale Agreement (as defined and more fully described under the heading "The Business - Description and Location of the Properties – Lac Levac Property");

2. Transfer Agent and Registrar Agreement dated November 14, 2008 between Computershare and the Corporation providing for the appointment of Computershare as the transfer agent and registrar of the Corporation;

3. Subscription Letter dated June 30, 2009 signed by the Corporation and addressed to Mr. Alain Champagne, providing for the issuance, to Mr. Alain Champagne, of 1,000,000 Common Shares of the Corporation in consideration of the payment of the sum of $100,000 in payment of the acquisition price of the Lac Arques Property;

4. Ansacha Investor Relations Agreement (as defined and more fully described under the heading "Plan of Distribution");

5. Lac Levac Option Agreement (as defined and more fully described under the heading "The Business - Description and Location of the Properties – Lac Arques Property");

6. Subscription Letter dated August 31, 2009 signed by the Corporation and addressed to Mr. Alain Champagne, providing for the issuance, to Mr. Alain Champagne, of 500,000 Common Shares of the Corporation in consideration of the payment of the sum of $50,000 in payment of the acquisition price of the Lac Arques Property;

7. Linx Consulting Agreement (as defined and more fully described under the heading "Plan of Distribution");

8. Whabouchi Purchase and Sale Agreement (as defined and more fully described under the heading "The Business - Description and Location of the Properties – Whabouchi Property");

9. Purchase and Sale Agreement dated October 9, 2009 between Kativik, Azimut and the Corporation providing for the transfer, in favour of the Corporation of the rights and obligations of Kativik in the Kativik Option Agreement (as defined and more fully described under the heading "The Business - Description and Location of the Properties – Kativik Property");

10. NDC Subscription Agreement (as defined and more fully described under the heading "Prior Sales");

11. Agency Agreement between the Agent and the Corporation (as described under the heading "Plan of Distribution");

12. Warrant Indenture to be entered into, at the Closing Date, between Computershare Trust Company of Canada and the Corporation providing for the appointment of Computershare Trust Company of Canada as warrant agent and the creation and issuance of the Warrants; and

13. Escrow Agreement to be entered into, at the Closing Date, between the Corporation, Computershare and the Escrow Holders, providing for the holding in escrow of Common Shares held by the Escrow Holders.

Copies of all material contracts may be inspected at the registered office of the Corporation during normal business hours while distribution of the Common Shares offered hereunder is in progress, and for a period of 30 days thereafter. The material contracts are also available on SEDAR at www.sedar.com.

EXPERTS

As of the date of this Prospectus, Messrs. Donald Théberge, eng., MBA, Denis Raymond, eng., M. Sc., and Pierre Trudel, PH.D., P.Eng., geological engineer, authors of the Technical Reports, have no direct or indirect interests in the Corporation, the Corporation's Common Shares and Warrants, or the properties.

Certain legal matters relating to the Offering of the Units will be passed upon by Stein Monast L.L.P., on behalf of the Corporation and by Heenan Blaikie, LLP, on behalf of the Agent.

As of the date of this Prospectus, none of the partners or associates of Heenan Blaikie, LLP, counsel to the Agent, and Dallaire & Lapointe Inc., Chartered Accountants, beneficially own, directly or indirectly, outstanding Common Shares of the Corporation. Richard Provencher, a partner from Stein Monast L.L.P., counsel to the Corporation, owns 50,000 Common Shares of the Corporation. No other partner or associate of Stein Monast L.L.P., counsel to the Corporation, beneficially own, directly or indirectly, outstanding Common Shares of the Corporation.

PURCHASER'S STATUTORY RIGHTS

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

AUDITED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED JUNE 30, 2009 AND 2008

DALLAIRE & LAPOINTE INC.
COMPTABLES AGRÉÉS
MARC DALLAIRE, CA
RAYMOND LAPOINTE, CA
FRANÇOIS DUMONT, CA

EXPLORATION NEMASKA INC. (anciennement Ressources James B inc.)
RAPPORT FINANCIER ANNUEL
EXERCICES TERMINÉS LES 30 JUIN 2009 ET 2008

NEMASKA EXPLORATION INC. (formerly James B Resources Inc.)
ANNUAL FINANCIAL REPORT
YEARS ENDED JUNE 30, 2009 AND 2008

RAPPORT DES VÉRIFICATEURS

Aux administrateurs de
EXPLORATION NEMASKA INC. (anciennement Ressources James B inc.)

Nous avons vérifié les bilans de **EXPLORATION NEMASKA INC. (anciennement Ressources James B inc.)** aux 30 juin 2009 et 2008 et les états des résultats et résultat étendu, du déficit, des frais d'exploration reportés et des flux de trésorerie des exercices terminés à ces dates. La responsabilité de ces états financiers incombe à la direction de la Société. Notre responsabilité consiste à exprimer une opinion sur ces états financiers en nous fondant sur nos vérifications.

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

À notre avis, ces états financiers donnent, à tous les égards importants, une image fidèle de la situation financière de la Société aux 30 juin 2009 et 2008 ainsi que des résultats de son exploitation et de ses flux de trésorerie pour les exercices terminés à ces dates selon les principes comptables généralement reconnus du Canada.

AUDITORS' REPORT

To the directors of
NEMASKA EXPLORATION INC. (formerly James B Resources Inc.)

We have audited the balance sheets of **NEMASKA EXPLORATION INC. (formerly James B Resources Inc.)** as at June 30, 2009 and 2008 and the statements of earnings and comprehensive loss, deficit, deferred exploration expenses and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at June 30, 2009 and 2008 and the results of its operations and its cash flows for the years then ended in accordance with Canadian generally accepted accounting principles.

(s) Dallaire & Lapointe inc.
Comptables Agréés
Chartered Accountants

Rouyn-Noranda, Canada
Le 16 septembre 2009 (à l'exception de la note 15 datée du 18 décembre 2009)
September 16, 2009 (with the exception of the Note 15 dated December 18, 2009)

1 CA auditeur permis no. 18 803
CA auditor permit No. 18,803

BILANS
30 JUIN

BALANCE SHEETS
JUNE, 30

	2009	**2008**	
	$	$	
ACTIF			**ASSETS**
Actif à court terme			**Current assets**
Encaisse	-	22 541	Cash
Taxes à recevoir	34 589	-	Taxes receivable
Droits miniers à recevoir	47 715	15 300	Mining rights receivable
Crédit d'impôt à recevoir	170 896	80 000	Tax credit receivable
Frais payés d'avance	21 780	6 706	Prepaid expenses
	274 980	124 547	
Frais reportés	17 500	-	Deferred expenses
Encaisse réservée à l'exploration (note 3)	136 670	-	Cash reserved for exploration (Note 3)
Immobilisations corporelles (note 4)	986	1 033	Fixed assets (Note 4)
Propriété minière (note 5)	672 288	672 288	Mining property (Note 5)
Frais d'exploration reportés (note 6)	381 947	125 561	Deferred exploration expenses (Note 6)
	1 484 371	923 429	
PASSIF			**LIABILITIES**
Passif à court terme			**Current liabilities**
Créditeurs et frais courus	243 958	27 817	Accounts payable and accrued liabilities
Dette non garantie, sans intérêt	250 000	350 000	Non secured debt, without interest
	493 958	377 817	
Impôts sur les bénéfices et impôts miniers futurs (note 12)	77 250	-	Future income and mining taxes (Note 12)
	571 208	377 817	
CAPITAUX PROPRES			**SHAREHOLDERS' EQUITY**
Capital-actions (note 7)	1 300 083	636 250	Capital stock (Note 7)
Déficit	(386 920)	(90 638)	Deficit
	913 163	545 612	
	1 484 371	923 429	

ÉVENTUALITÉS ET ENGAGEMENTS (notes 8 et 9)

CONTINGENCIES AND COMMITMENTS (Notes 8 and 9)

POUR LE CONSEIL D'ADMINISTRATION / ON BEHALF OF THE BOARD,

(s) Guy Bourassa, Administrateur - Director

(s) Michel Baril, Administrateur - Director

ÉTAT DES FRAIS D'EXPLORATION REPORTÉS EXERCICES TERMINÉS LES 30 JUIN	**2009**	**2008**	**STATEMENT OF DEFERRED EXPLORATION EXPENSES YEARS ENDED JUNE 30**
	$	$	
FRAIS D'EXPLORATION			**EXPLORATION EXPENSES**
Supervision	17 228	9 049	Supervision
Géologie et géophysique	368 677	200 293	Geology and geophysics
Test, échantillonnage et prospection	62 289	-	Test, sampling and prospecting
Frais généraux d'exploration	12 829	11 519	General exploration expenses
AUGMENTATION DES FRAIS D'EXPLORATION	461 023	220 861	**INCREASE OF EXPLORATION EXPENSES**
DROITS MINIERS ET CRÉDIT D'IMPÔT	(204 637)	(95 300)	**MINING RIGHTS AND TAX CREDIT**
SOLDE AU DÉBUT	125 561	-	**BALANCE, BEGINNING OF YEAR**
SOLDE À LA FIN	381 947	125 561	**BALANCE, END OF YEAR**

RÉSULTATS ET RÉSULTAT ÉTENDU / EARNINGS AND COMPREHENSIVE LOSS
EXERCICES TERMINÉS LES 30 JUIN / YEARS ENDED JUNE 30

	2009	2008	
	$	$	
REVENUS			**INCOME**
Intérêts	97	259	Interest
FRAIS D'ADMINISTRATION			**ADMINISTRATIVE EXPENSES**
Frais généraux d'administration	28 060	9 013	General administrative expenses
Amortissement des immobilisations corporelles	541	442	Amortization of fixed assets
Inscription, registrariat et information aux actionnaires	9 696	-	Registration, listing fees and shareholder's information
Honoraires professionnels et de consultants	170 832	71 762	Professional and consultants fees
	209 129	81 217	
PERTE AVANT IMPÔTS	209 032	80 958	**LOSS BEFORE INCOME TAXES**
Impôts sur les bénéfices et impôts miniers futurs (note 12)	71 050	-	Future income and mining taxes (Note 12)
PERTE NETTE ET RÉSULTAT ÉTENDU	280 082	80 958	**NET LOSS AND COMPREHENSIVE LOSS**
PERTE PAR ACTION DE BASE ET DILUÉE	0,04	0,10	**BASIC AND DILUTED LOSS PER SHARE**

DÉFICIT EXERCICES TERMINÉS LES 30 JUIN	2009	2008	DEFICIT YEARS ENDED JUNE 30
	$	$	
SOLDE AU DÉBUT	90 638	-	**BALANCE, BEGINNING OF YEAR**
Perte nette	280 082	80 958	Net loss
Impôts futurs relatifs aux actions accréditives	6 200	-	Income taxes related to flow-through shares
Frais d'émission d'actions	10 000	9 680	Share issuance expenses
SOLDE À LA FIN	386 920	90 638	**BALANCE, END OF YEAR**

FLUX DE TRÉSORERIE
EXERCICES TERMINÉS LES 30 JUIN

CASH FLOWS
YEARS ENDED JUNE 30, 2008

	2009	2008	
	$	$	
ACTIVITÉS D'EXPLOITATION			**OPERATING ACTIVITIES**
Perte nette	(280 082)	(80 958)	Net loss
Éléments n'impliquant aucun mouvement de trésorerie :			Items not involving cash:
Amortissement des immobilisations corporelles	541	442	Amortization of fixed assets
Impôts sur les bénéfices et impôts miniers futurs	71 050	-	Future income and mining taxes
	(208 491)	(80 516)	
Variation nette des éléments hors caisse du fonds de roulement	166 478	21 111	Net change in non-cash operating working capital items
	(42 013)	(59 405)	
ACTIVITÉS DE FINANCEMENT			**FINANCING ACTIVITIES**
Encaissement au titre de capital-actions	563 833	386 250	Cash inflow relating to capital stock
Frais d'émission d'actions	(10 000)	(9 680)	Share issuance expenses
	553 833	376 570	
ACTIVITÉS D'INVESTISSEMENT			**INVESTMENT ACTIVITIES**
Crédits d'impôt encaissés	81 326	-	Cashed tax credit
Frais reportés	(17 500)	-	Deferred expenses
Encaisse réservée à l'exploration	(136 670)	-	Cash reserved for exploration
Immobilisations corporelles	(494)	(1 475)	Fixed assets
Propriété minière	-	(72 288)	Mining property
Frais d'exploration reportés	(461 023)	(220 861)	Deferred exploration expenses
	(534 361)	(294 624)	
AUGMENTATION (DIMINUTION) DE LA TRÉSORERIE ET ÉQUIVALENTS DE TRÉSORERIE	(22 541)	22 541	**CASH AND CASH EQUIVALENTS INCREASE (DECREASE)**
TRÉSORERIE ET ÉQUIVALENTS DE TRÉSORERIE, AU DÉBUT	22 541	-	**CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR**
TRÉSORERIE ET ÉQUIVALENTS DE TRÉSORERIE, À LA FIN	-	22 541	**CASH AND CASH EQUIVALENTS, END OF YEAR**

La trésorerie et les équivalents de trésorerie sont constitués de l'encaisse./ Cash and cash equivalents consist of cash.

1 - STATUTS CONSTITUTIFS, NATURE DES ACTIVITÉS ET CONTINUITÉ DE L'EXPLOITATION

Exploration Nemaska inc., constituée en vertu de la Loi canadienne sur les sociétés par actions, se spécialise dans l'acquisition et dans l'exploration de propriétés minières. Ses activités se situent au Canada et la Société n'a pas encore déterminé si les propriétés minières renferment des réserves de minerai pouvant être exploitées économiquement. L'exploration et la mise en valeur de gisements de minéraux impliquent d'importants risques financiers. Le succès de la Société dépendra d'un certain nombre de facteurs, entre autres, les risques reliés à l'exploration et à l'extraction, les questions relatives à la réglementation ainsi que les règlements en matière d'environnement et autres règlements.

Pour l'exercice terminé le 30 juin 2009, la Société a enregistré une perte nette de 280 082 $ (80 958 $ en 2008). La direction cherche périodiquement à obtenir du financement sous forme d'émission d'actions afin de poursuivre ses activités et malgré le fait qu'elle ait réussi dans le passé, il n'y a aucune garantie de réussite pour l'avenir. Si la direction ne parvenait pas à obtenir de nouveaux fonds, la Société pourrait alors être dans l'incapacité de poursuivre ses activités, et les montants réalisés à titres d'actifs pourraient être moins élevés que les montants inscrits dans les présents états financiers.

Les états financiers ci-joints ont été établis selon l'hypothèse de la continuité de l'exploitation, où les actifs sont réalisés et les passifs acquittés dans le cours normal des activités et ne tiennent pas compte des ajustements qui devraient être effectués à la valeur comptable des actifs et des passifs, aux montants présentés au titre des produits et des charges et au classement des postes du bilan si l'hypothèse de la continuité de l'exploitation n'était pas fondée. Ces ajustements pourraient être importants.

1 - STATUTE OF INCORPORATION, NATURE OF ACTIVITIES AND GOING CONCERN

Nemaska Exploration Inc., incorporated under the Canada Business Corporations Act, is engaged in the acquisition and exploration of mining properties. Its activities are in Canada and the Company has not yet determined whether the mining properties have economically recoverable ore reserves. The exploration and development of mineral deposits involves significant financial risks. The success of the Company will be influenced by a number of factors, including exploration and extraction risks, regulatory issues, environmental and other regulations.

For the year ended June 30, 2009, the Company recorded a net loss of $280,082 ($80,958 in 2008). Management periodically seeks additional forms of financing through the issuance of shares to continue its operations, and in spite of the obtention in the past, there is no guarantee of success for the future. If the management is unable to obtain new funding, the Company may be unable to continue its operations, and amounts realized for assets may be less than amounts reflected in these financial statements.

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and liquidation of liabilities during the normal course of operations and do not reflect the adjustments to the carrying values of assets and liabilities, the reported revenues and expenses and balance sheet classifications that would be necessary if the going concern assumption would not be appropriate. These adjustments could be material.

2- MODIFICATIONS DE CONVENTIONS COMPTABLES

Normes générales de présentation des états financiers

Conformément aux dispositions transitoires applicables, la Société a appliqué les recommandations du chapitre 1400 «Normes générales de présentation des états financiers», qui exige de la direction qu'elle évalue la capacité de la Société à poursuivre son exploitation sur une période minimum de 12 mois à compter de la date de clôture, sans toutefois s'y limiter. Les nouvelles exigences couvrent seulement les informations à fournir et n'ont pas d'incidence sur les résultats financiers de la Société.

Informations à fournir concernant le capital

Conformément aux dispositions transitoires applicables, la Société a adopté les nouvelles recommandations du chapitre 1535, «Informations à fournir concernant le capital», du Manuel de l'Institut Canadien des Comptables Agréés (ICCA). Ce nouveau chapitre, entrant en vigueur pour les exercices ouverts à compter du 1er octobre 2007, établit des normes pour la divulgation d'informations sur le capital de la Société et la façon dont il est géré. Les obligations relatives à ce chapitre sont décrites à la note 14 des états financiers de la Société.

Instruments financiers

Conformément aux dispositions transitoires applicables, la Société a adopté les recommandations des chapitres 3862 «Instruments financiers - informations à fournir» et 3863 «Instruments financiers - présentation», qui traitent des informations à fournir à l'égard des instruments financiers et de leur présentation. Ces normes remplacent le chapitre 3861 «Instruments financiers - informations à fournir et présentation». Ces nouveaux chapitres accordent plus d'importance aux informations à fournir sur la nature et l'ampleur des risques découlant des instruments financiers ainsi qu'à la façon dont la Société gère ces risques. Les obligations relatives à ces chapitres sont décrites à la note 13 des états financiers de la Société.

CPN-174 «Frais d'exploration minière»

Le 27 mars 2009, l'ICCA a publié l'abrégé CPN-174 «Frais d'exploration minière» afin de fournir des indications supplémentaires aux entreprises d'exploration minière sur les circonstances où il est nécessaire d'effectuer un test de dépréciation. Ce CPN a été appliqué au cours de l'exercice.

2- CHANGES IN ACCOUNTING POLICIES

General Standards of Financial Statements Presentation

In accordance with the applicable transitional provisions, the Company applied the recommendations of Section 1400, "General standards of financial statements presentation", to require of the management the assessment of the capacity of the Company to continue its operations over at least, but not limited to, a period of 12 months, from the balance sheet date. The new requirements only address disclosures and have no impact on the Company's financial results.

Capital Disclosures

In accordance with the applicable transitional provisions, the Company applied the recommendations of Section 1535, "Capital Disclosures" of the Canadian Institute of Chartered Accountants (CICA) Handbook. This new section, effective for years beginning on or after October 1st, 2007, establishes standards for disclosing information about the Company's capital and how it is managed. The disclosure requirements relating to this section are described in note 14 of the Company's financial statements.

Financial Instruments

In accordance with the applicable transitional provisions, the Company applied the recommendations of Section 3862 "Financial Instruments - Disclosures" and Section 3863 "Financial Instruments - Presentation" describing the required disclosures and presentation of the financial instruments. These standards replace Section 3861 "Financial Instruments - Disclosures and presentation". These new sections increase emphasis on discussion of risks inherent in the use of financial instruments and how the Company manages such risks. The disclosure requirements relating to those sections are described in note 13 of the Company's financial statements.

EIC-174, ″Mining Exploration Costs″

On March 27, 2009, the CICA issued abstract EIC-174, ″Mining Exploration Costs″, to provide additional guidance for mining exploration enterprises when an impairment test is required. This abstract was applied during the current year.

2- MODIFICATIONS DE CONVENTIONS COMPTABLES (suite)

MODIFICATIONS COMPTABLES FUTURES

Écarts d'acquisition et actifs incorporels

En février 2008, l'ICCA a publié le nouveau chapitre 3064, « Écarts d'acquisition et actifs incorporels », afin de remplacer le chapitre 3062, « Écarts d'acquisition et autres actifs incorporels ». La publication de ce nouveau chapitre a notamment entraîné le retrait du chapitre 3450, « Frais de recherche et de développement » et de l'abrégé des délibérations du Comité sur les problèmes nouveaux CPN-27, « Produits et charges au cours de la période de pré-exploitation », ainsi que certaines modifications au chapitre 1000, « Fondements conceptuels des états financiers », afin de clarifier les critères de constatation des actifs, et à la note d'orientation concernant la comptabilité NOC-11, « Entreprises en phase de démarrage ».

Le nouveau chapitre établit des normes de comptabilisation, d'évaluation, de présentation et de divulgation de l'information à fournir à l'égard des écarts d'acquisition et des actifs incorporels des entités à but lucratif. Il clarifie la comptabilisation des actifs incorporels et traite de la comptabilisation des actifs incorporels générés en interne. Toutefois, les normes relatives aux écarts d'acquisition sont identiques à celles contenues dans le chapitre 3062. Ce nouveau chapitre entre en vigueur pour les exercices ouverts à compter du 1er octobre 2008 et la Société le mettra en vigueur au cours de son prochain exercice. La direction de la Société n'est pas en mesure d'évaluer l'incidence qu'aura l'application de ce nouveau chapitre sur les états financiers.

Normes internationales d'information financière (IFRS)

L'ICCA planifie la convergence des principes comptables généralement reconnus (PCGR) du Canada avec les Normes internationales d'information financière (IFRS) sur une période transitoire qui se terminera en 2011. La Société s'attend à ce que cette transition ait une incidence sur les méthodes de comptabilisation, la présentation de l'information financière et les systèmes d'information. Au cours du prochain exercice, la Société élaborera des plans internes de mise en œuvre afin de se conformer aux lignes directrices des futures obligations en matière de reddition des comptes.

2- CHANGES IN ACCOUNTING POLICIES (continued)

FUTURE ACCOUNTING CHANGES

Goodwill and Intangible Assets

In February 2008, the CICA published new section 3064, "Goodwill and Intangible Assets", to replace Section 3062, "Goodwill and Other Intangible Assets". Publication of this new section resulted, in particular, in the withdrawal of Section 3450, "Research and Development Costs", and Emerging Issues Committee Abstract of Issue Discussed EIC-27, "Revenues and Expenditures During the Pre-operating Period", as well as number of amendments to Section 1000, "Financial Statement Concepts", to clarify the criteria for recognition of assets, and Accounting Guideline ACG-11 "Enterprises in the Development Stage".

The new section establishes standards for the recognition, measurement, presentation and disclosure of goodwill and intangible assets by profit-oriented enterprises. It clarifies the recognition of intangible assets and deals with the recognition of internally generated intangible assets. However, the standards relating to goodwill are identical to those in Section 3062. This new section is effective for years beginning on or after October 1st, 2008 and the Company will implement it during its next year. The Company's management is not able to assess the impact that the application of this new section will have on the financial statements.

International Financial Reporting Standards (IFRS)

The CICA plans the convergence of Canadian generally accepted accounting principles (GAAP) to International Financial Reporting Standards (IFRS) on a transition period ending in 2011. The Company expects this transition to have an effect on its accounting methods, presentation of financial information and information systems. During the next year, the Company will develop its internal implementation plan to meet the guidelines of the future reporting requirements.

2- MODIFICATIONS DE CONVENTIONS COMPTABLES (suite)

D'autres nouvelles normes ont été publiées, mais elles ne devraient pas avoir d'impact significatif sur les états financiers de la Société.

3 - PRINCIPALES CONVENTIONS COMPTABLES

Présentation des états financiers

Les états financiers sont dressés selon les PCGR du Canada.

Instruments financiers

Les actifs financiers et les passifs financiers sont constatés initialement à la juste valeur et leur évaluation ultérieure dépend de leur classement, tel que décrit ci-après. Leur classement dépend de l'objet visé lorsque les instruments financiers ont été acquis ou émis, de leurs caractéristiques et de leur désignation par la Société. La comptabilisation à la date de transaction est utilisée.

Détenus à des fins de transactions

Les actifs financiers détenus à des fins de transaction sont des actifs financiers qui sont généralement acquis en vue d'être revendus avant leur échéance ou qui ont été désignés comme étant détenus à des fins de transaction. Ils sont mesurés à la juste valeur à la date de clôture. Les fluctuations de la juste valeur qui incluent les intérêts gagnés, les intérêts courus, les gains et pertes réalisés sur cession et les gains et pertes non réalisés sont inclus dans les résultats. L'encaisse et l'encaisse réservée à l'exploration sont classées comme actifs détenus à des fins de transactions.

Prêts et créances

Les prêts et créances sont comptabilisés au coût après amortissement selon la méthode du taux d'intérêt effectif. Les débiteurs sont classés comme prêts et créances.

Autres passifs

Les autres passifs sont comptabilisés au coût après amortissement selon la méthode du taux d'intérêt effectif et comprennent tous les passifs financiers autres que les instruments dérivés. Les créditeurs et frais courus et la dette non garantie sont classés comme autres passifs.

2- CHANGES IN ACCOUNTING POLICIES (continued)

Other new standards have been published but they should not have a significant impact on the Company's financial statements.

3 - SIGNIFICANT ACCOUNTING POLICIES

Financial Statements

The financial statements were prepared in accordance with Canadian GAAP.

Financial Instruments

Financial assets and financial liabilities are initially recognized at fair value and their subsequent measurement is dependent on their classification as described below. Their classification depends on the purpose, for which the financial instruments were acquired or issued, their characteristics and the Company's designation of such instruments. Transaction date accounting is used.

Held for trading

Held for trading financial assets are financial assets typically acquired for resale prior to maturity or that are designated as held for trading. They are measured at fair value at the balance sheet date. Fair value fluctuations including interest earned, interest accrued, gains and losses realized on disposal and unrealized gains and losses are included in earnings. Cash and cash reserved for exploration are classified as held for trading assets.

Loans and receivables

Loans and receivables are accounted for at amortized cost using the effective interest method. Accounts receivable are classified as loans and receivables.

Other liabilities

Other liabilities are recorded at amortized cost using the effective interest method and include all financial liabilities, other than derivative instruments. Accounts payable and accrued liabilities and non secured debt are classified as other liabilities.

3 - PRINCIPALES CONVENTIONS COMPTABLES (suite)

Instruments financiers (suite)

Coûts de transaction

Les coûts de transaction liés aux actifs financiers détenus à des fins de transaction sont passés en charge au moment où ils sont engagés. Les coûts de transactions liés aux prêts et créances sont comptabilisés en augmentation de la valeur comptable de l'actif et les coûts de transaction liés aux autres passifs sont comptabilisés en diminution de la valeur comptable du passif et sont ensuite constatés sur la durée de vie prévue de l'instrument selon la méthode du taux d'intérêt effectif.

Méthode du taux d'intérêt effectif

La Société utilise la méthode du taux d'intérêt effectif pour constater le produit ou la charge d'intérêt, ce qui inclut les coûts de transaction ainsi que les frais, les primes et les escomptes gagnés ou engagés relativement aux instruments financiers.

Crédit de droits miniers et crédit d'impôt remboursable relatif aux ressources

La Société a droit à un crédit de droits miniers sur les frais reliés aux activités minières engagés au Québec. Ce crédit est comptabilisé en réduction des frais d'exploration reportés. De plus, elle a droit au crédit d'impôt remboursable relatif aux ressources à l'égard des frais admissibles engagés au Québec. Ce crédit d'impôt est comptabilisé en réduction des frais d'exploration reportés. Les crédits sont comptabilisés à la condition que la Société soit raisonnablement certaine que les crédits se matérialiseront.

Immobilisations corporelles

Les immobilisations corporelles sont comptabilisées au coût. Elles sont amorties selon leur durée de vie utile selon la méthode de l'amortissement dégressif au taux de 30 %.

3 - SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial Instruments (continued)

Transaction costs

Transaction costs related to held for trading financial assets are expensed as incurred. Transaction costs related to loans and receivables are added to the carrying value of the asset and transaction costs related to other liabilities are netted against the carrying value of the liability and are then recognized over the expected life of the instrument using the effective interest method.

Effective interest method

The Company uses the effective interest method to recognize interest income or expense which includes transaction costs or fees, premiums or discounts earned or incurred for financial instruments.

Mining Rights Credit and Refundable Tax Credit relating to Resources

The Company is entitled to a mining rights credit for mining exploration in Quebec. This credit is applied against the costs of deferred exploration expenses. Furthermore, the Company is entitled to a refundable tax credit relating to resources for mining exploration companies on eligible expenses incurred in Quebec. This tax credit is applied against the costs of deferred exploration expenses. These tax credits are recorded provided that the Company is reasonably certain that these credits will be received.

Fixed Assets

Fixed assets are accounted for at cost. Amortization of fixed assets is based on their useful life using the declining method at rate of 30%.

3 - PRINCIPALES CONVENTIONS COMPTABLES (suite)

Propriétés minières et frais d'exploration reportés

Les coûts reliés à l'acquisition, à l'exploration et au développement de propriétés minières sont capitalisés par propriété jusqu'au début de la production commerciale. Si des réserves de minerai économiquement profitables sont développées, les coûts capitalisés de la propriété concernée sont reclassifiés à titre d'actifs miniers et amortis selon la méthode des unités de production. S'il est établi que les coûts capitalisés d'acquisition et d'exploration ne sont pas récupérables selon la durée de vie estimative de la propriété, ou si le projet est abandonné, ceux-ci sont dévalués à leur valeur nette de réalisation. La direction de la Société revoit régulièrement la valeur comptable des actifs aux fins de dévaluation. La récupération des montants indiqués au titre des propriétés minières et des frais d'exploration reportés connexes dépend de la découverte de réserves économiquement récupérables, de la confirmation des intérêts de la Société dans les claims miniers, de la capacité de la Société d'obtenir le financement nécessaire pour mener à terme la mise en valeur et de la production rentable future ou du produit de la cession de tels biens. Les montants inscrits pour les propriétés minières et les frais d'exploration reportés ne représentent pas nécessairement la valeur présente ou future.

Frais reportés

Les frais reportés sont constitués d'honoraires engagés pour le premier appel public à l'épargne de la Société. Ces frais seront portés au déficit à titre de frais d'émission à la clôture du financement public ou ils seront imputés aux résultats si l'opération n'était pas couronnée de succès.

Dépréciation d'actifs à long terme

Les actifs à long terme sont soumis à un test de recouvrabilité lorsque des événements ou des changements de situation indiquent que leur valeur comptable pourrait ne pas être recouvrable. Une perte de valeur est constatée lorsque leur valeur comptable excède les flux de trésorerie non actualisés découlant de leur utilisation et de leur sortie éventuelle. La perte de valeur constatée est mesurée comme étant l'excédent de la valeur comptable de l'actif sur sa juste valeur.

3 - SIGNIFICANT ACCOUNTING POLICIES (continued)

Mining Properties and Deferred Exploration Expenses

Costs related to the acquisition, exploration and development of mining properties are capitalized by property until the commencement of commercial production. If commercially profitable ore reserves are developed, capitalized costs of the related property are reclassified as mining assets and amortized according to the unit of production method. If it is determined that capitalized acquisition, exploration costs are not recoverable over the estimated economic life of the property, or if the project is abandoned, the project is written down to its net realizable value. The Company's management reviews the carrying values of assets on a regular basis to determine whether any write-downs are necessary. The recovery of amounts recorded for mining properties and deferred exploration expenses depends on the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development, and future profitable production or proceeds from the disposition thereof. The amounts shown for mining properties and deferred exploration expenses do not necessarily represent present-time or future values.

Deferred Expenses

Deferred expenses consist of fees incurred for the initial public offering of the Company. These expenses will be applied to deficit as issuance expenses at the closing of the public financing or recorded in earnings if the transaction was not successful.

Impairment of Long-lived Assets

Long-lived assets are tested for recoverability whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. An impairment loss is recognized when their carrying value exceeds the total undiscounted cash flows expected from their use and eventual disposition. The amount of the impairment loss is determined as the excess of the carrying value of the asset over its fair value.

3 - PRINCIPALES CONVENTIONS COMPTABLES (suite)

Constatation des revenus

Les opérations de placement sont comptabilisées à la date d'opération et les revenus qui en découlent sont constatés selon la méthode de la comptabilité d'exercice.

Actions accréditives

La Société a financé une partie de ses activités d'exploration par le biais d'émission d'actions accréditives. Les actions émises suite à un financement par actions accréditives sont comptabilisées à leur prix de vente. Selon les termes des contrats relatifs aux actions accréditives, les avantages fiscaux des dépenses d'exploration sont renoncés en faveur des investisseurs. La Société comptabilise l'impact fiscal relié aux déductions renoncées à la date où la Société renonce aux déductions en faveur des investisseurs pourvu qu'il y ait une assurance raisonnable que les dépenses seront encourues.

Frais d'émission d'actions

Les frais d'émission d'actions sont comptabilisés en augmentation du déficit de l'exercice au cours duquel ils sont engagés.

Encaisse réservée à l'exploration

L'encaisse réservée à l'exploration représente le produit de financements accréditifs non dépensés. Selon les restrictions imposées par ces sources de financement, la Société doit consacrer les fonds à l'exploration de propriétés minières. Au 30 juin 2009, la Société avait des engagements à dépenser des frais d'exploration pour un montant de 319 000 $. À cette date, la Société possède 136 670 $ en encaisse et elle utilisera d'autres fonds futurs pour respecter ces engagements.

Trésorerie et équivalents de trésorerie

La politique de la Société est de présenter dans la trésorerie et les équivalents de trésorerie, l'encaisse et les placements temporaires dont la durée est égale ou inférieure à trois mois à compter de la date d'acquisition.

3 - SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue Recognition

Investment transactions are accounted for on the transaction date and resulting revenues are recognized using the accrual basis.

Flow-through Shares

The Company has financed a portion of its exploration activities through the issuance of flow-through shares. Shares issued through flow-through financing are recorded at their selling price. Under the terms of the flow-through share agreements, the tax benefits of the exploration expenses are renounced in favour of the investors. The Company records the tax effect related to renounced deductions on the date that the Company renounces the deductions to investors provided there is reasonable assurance that the expenses will be incurred.

Share Issuance Expenses

Share issuance expenses are recorded as an increase of the deficit in the year in which they are incurred.

Cash Reserved for Exploration

Cash reserved for exploration represent proceeds of flow-through financing not yet incurred in exploration. The Company must use these funds for mining exploration activities in accordance with restrictions imposed by those financing. As at June 30, 2009, the Company had commitments to incur exploration expenses amounting to $319,000. At this date, the Company has $136,670 in cash and it will use other future funds to respect its commitments.

Cash and Cash Equivalents

The Company's policy is to present cash and short-term investments having a term of three months or less from the acquisition date in cash and cash equivalents.

3 - PRINCIPALES CONVENTIONS COMPTABLES (suite)

Estimations comptables

Pour dresser des états financiers conformément aux PCGR du Canada, la direction de la Société doit faire des estimations et poser des hypothèses qui ont une incidence sur les montants présentés dans les états financiers et les notes y afférentes. Ces estimations sont fondées sur la connaissance que la direction possède des événements en cours et sur les mesures que la Société pourrait prendre à l'avenir. Les principales estimations incluent la valeur des propriétés minières et des frais d'exploration reportés. Les résultats réels pourraient être différents de ces estimations.

Perte par action de base et diluée

La perte de base par action est calculée selon la moyenne pondérée des actions en circulation durant l'exercice (7 938 745 en 2009 et 774 320 en 2008).

La perte par action diluée, qui est calculée selon la méthode du rachat d'actions, est égale à la perte de base par action en raison du fait que la Société ne détient aucun titre ayant un effet de dilution.

Impôts sur les bénéfices et impôts miniers futurs

La Société utilise la méthode axée sur le bilan pour comptabiliser ses impôts sur les bénéfices. Selon la méthode axée sur le bilan, des actifs et des passifs d'impôts futurs sont constatés pour les incidences fiscales attribuables aux écarts entre les valeurs comptables des actifs et des passifs existant dans les états financiers et leurs valeurs fiscales correspondantes. Les actifs et les passifs d'impôts futurs sont mesurés par application des taux en vigueur ou pratiquement en vigueur qui, selon ce qu'il est à prévoir, s'appliqueront au bénéfice imposable des exercices au cours desquels ces écarts temporaires sont censés être recouvrés ou réglés. L'incidence d'une modification des taux d'imposition sur les actifs et les passifs d'impôts futurs est constatée dans les résultats de l'exercice qui comprend la date d'entrée en vigueur de la modification. La Société établit une provision pour moins-value à l'égard des actifs d'impôts futurs si, selon les renseignements disponibles, il est plus probable qu'improbable qu'une partie ou la totalité des actifs d'impôts futurs ne sera pas matérialisée.

3 - SIGNIFICANT ACCOUNTING POLICIES (continued)

Accounting Estimates

The preparation of financial statements in accordance with Canadian GAAP requires management to make estimates and assumptions that affect the amounts recorded in the financial statements and notes to financial statements. These estimates are based on management's best knowledge of current events and actions that the Company may undertake in the future. Significant estimates include the carrying value of mining properties and deferred exploration expenses. Actual results may differ from those estimates.

Basic and Diluted Loss per Share

The basic loss per share was calculated using the weighted average of shares outstanding during the year (7,938,745 in 2009 and 774,320 in 2008).

The diluted loss per share, which is calculated with the treasury method, is equal to the basic loss per share because the Company holds no title having a dilutive effect.

Future Income and Mining Taxes

The Company uses the asset and liability method of accounting for income taxes. Under the asset and liability method, future tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Future tax assets and liabilities are measured using enacted or substantively enacted tax rates expected to apply to taxable income in the years during which those temporary differences are expected to be recovered or settled. The effect on future tax assets and liabilities of a change in tax rates is recognized in income in the year that includes the enactment date. The Company establishes a valuation allowance against future income tax assets if, based on available information, it is more likely than not that some or all of the future tax assets will not be realized.

4 - IMMOBILISATIONS CORPORELLES / FIXED ASSETS

			2009
	Coût Cost $	Amortissement cumulé Accumulated Amortization $	Valeur nette Net value $
Équipement de bureau et informatique / Office and Computer Equipment	1 969	983	986

			2008
	Coût Cost $	Amortissement cumulé Accumulated Amortization $	Valeur nette Net value $
Équipement de bureau et informatique / Office and Computer Equipment	1 475	442	1 033

5 - PROPRIÉTÉ MINIÈRE / MINING PROPERTY

	Localisation Localization	Redevances Royalties	Solde au 30 juin 2008 Balance as at June 30, 2008 $	Augmentation Addition $	Solde au 30 juin 2009 Balance as at June 30, 2009 $
Arques (100 %)	SNRC 32O11,32O12, 32O13, 32O14	3 %	672 288	-	672 288

6 - FRAIS D'EXPLORATION REPORTÉS / DEFERRED EXPLORATION EXPENSES

	Solde au 30 juin 2008 Balance as at June 30, 2008 $	Frais d'exploration Exploration Expenses $	Droits miniers et crédit d'impôt / Mining rights and tax credit $	Solde au 30 juin 2009 Balance as at June 30, 2009 $
Arques	125 561	461 023	(204 637)	381 947

7 - CAPITAL-ACTIONS / CAPITAL STOCK

Autorisé / Authorized

Nombre illimité d'actions ordinaires sans valeur nominale / Unlimited number of common shares without par value

Les mouvements dans le capital-actions de la Société se détaillent comme suit : / Changes in the Company capital stock were as follows:

	2009		2008		
	Quantité Number	Montant Amount	Quantité Number	Montant Amount	
		$		$	
Solde au début	7 575 001	636 250	-	-	**Balance, beginning of year**
Actions accréditives	2 426 667	364 000	-	-	Flow-through shares
Actions ordinaires	2 998 333	299 833	2 575 001	386 250	Common shares
Acquisition d'une propriété minière	-	-	5 000 000	250 000	Acquisition of a mining property
Solde à la fin	13 000 001	1 300 083	7 575 001	636 250	**Balance, end of year**

8 - ÉVENTUALITÉS

Les opérations de la Société sont régies par des lois gouvernementales concernant la protection de l'environnement. Les conséquences environnementales sont difficilement identifiables, que ce soit au niveau de la résultante, de son échéance ou de son impact. Présentement, au meilleur de la connaissance de ses dirigeants, la Société opère en conformité avec les lois et les règlements en vigueur. Tout paiement pouvant résulter de la restauration de sites serait comptabilisé aux résultats de l'exercice au cours duquel il sera possible d'en faire une estimation raisonnable.

La Société se finance en partie par l'émission d'actions accréditives, cependant il n'y a pas de garantie que les fonds dépensés par la Société seront admissibles comme frais d'exploration canadiens, même si la Société s'est engagée à prendre toutes les mesures nécessaires à cet effet. Au 30 juin 2009, la Société ne possédait pas l'encaisse nécessaire au respect des conventions d'actions accréditives, mais la direction de la Société s'est engagée à utiliser ses fonds futurs afin de remédier à la situation.

8 - CONTINGENCIES

The Company's operations are governed by governmental laws and regulations regarding environmental protection. Environmental consequences are hardly identifiable, in terms of level, impact or deadline. At the present time and to the best knowledge of its management, the Company is in conformity with the laws and regulations. Restoration costs will be accrued in the financial statements only when they will be reasonably estimated and will be charged to the earnings at that time.

The Company is partly financed by the issuance of flow-through shares. However, there is no guarantee that the funds spent by the Company will qualify as Canadian exploration expenses, even if the Company has committed to take all the necessary measures for this purpose. At at June 30, 2009, the Company did not have the necessary funds to respect the flow-through shares agreements, but the management of the Company committed to use its future funds to fulfill these requirements.

9 - ENGAGEMENTS

En mai 2008, la Société a signé une entente visant l'acquisition d'un intérêt de 100 % dans la propriété Arques dans la province de Québec. L'entente a été modifiée les 5 et 12 novembre 2008. Dans le cadre de l'entente, la Société a émis 5 000 000 d'actions et a payé 70 000 $. De plus, elle a émis 1 000 000 d'actions pour 100 000 $ à titre de versement sur la dette. Selon l'entente modifiée, le solde de 250 000 $ sera payable au plus tard le 15 janvier 2010. Les vendeurs conservent une royauté de 3 %, dont 1 % de celle-ci est rachetable pour un montant de 1 000 000 $.

La Société s'est également engagée à payer au vendeur un maximum de 1 000 000 $, selon l'atteinte de certaines étapes de travaux et résultats sur la propriété, lesquels sont définis comme suit :

- 50 000 $ si et lorsque la Société aura réalisé un minimum de 2 500 000 $ de travaux d'exploration sur la propriété ;
- 150 000 $ si et lorsque la Société aura réalisé un montant cumulatif de 5 000 000 $ de travaux d'exploration sur la propriété ;
- 300 000 $ à l'obtention, le cas échéant, d'une étude de pré-faisabilité indépendante ; et
- 500 000 $ à l'obtention, le cas échéant, d'une étude de faisabilité indépendante confirmant la faisabilité d'une mise en production de la propriété.

10 - OPÉRATIONS ENTRE APPARENTÉS

Au cours de l'exercice, la Société a encouru des honoraires professionnels administratifs de 56 879 $ (24 339 $ en 2008) auprès de son président ainsi que des honoraires administratifs de 10 650 $ (1 350 $ en 2008) auprès de son chef des opérations financières. De plus, au cours de l'exercice, la Société a encouru des frais d'exploration de 16 490 $ (8 113 $ en 2008) auprès de son président.

Ces opérations sont conclues dans le cours normal des activités de la Société et sont mesurées en fonction de leur valeur d'échange, soit le montant de la contrepartie convenue entre les parties aux accords.

Au cours de l'exercice précédent, la Société a acquis la propriété Arques de plusieurs individus, incluant le président ainsi que deux administrateurs de la Société. Ceux-ci ont reçu en contrepartie 1 200 000 actions ordinaires de la Société.

9 - COMMITMENTS

In May 2008, the Company signed an agreement to acquire a 100% interest in Arques property in the province of Quebec. This agreement was modified on November 5 and 12, 2008. In relation with this agreement, the Company issued 5,000,000 shares and paid $70,000 in cash. In addition, it issued 1,000,000 shares for an amount of $100,000 as payment on the debt. According to the modified agreement, the remaining amount of $250,000 will be payable at least on January 15, 2010. The vendor keeps a 3% royalty and 1% of this royalty may be redeemed for an amount of $1,000,000.

The Company is also committed to pay to the vendor a maximum of $1,000,000 according to the achievement of certain stages of works and results on the property, which are defined as follows:

- $50,000 if and when the Company will have realized a $2,500,000 minimum of exploration expenses on the property;
- $150,000 if and when the Company will have realized $5,000,000 of cumulative exploration expenses on the property;
- $300,000 at the obtaining of an independent pre-feasibility study; and
- $500,000 at the obtaining of an independent feasibility study confirming the feasibility of production stage of the property.

10 - RELATED PARTY TRANSACTIONS

During the year, the Company incurred administrative professional fees amounting to $56,879 ($24,339 in 2008) with its president and administrative fees amounting to $10,650 ($1,350 in 2008) with its chief financial officer. In addition, during the year, the Company incurred exploration expenses of $16,490 ($8,113 in 2008) with its president.

The transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed by the related parties

During the previous year, the Company acquired the Arques property with several individuals, including the president and two directors of the Company. These individuals received in counterpart 1,200,000 common shares of the Company.

10 - OPÉRATIONS ENTRE APPARENTÉS (suite)

Cette transaction n'a pas été conclue dans le cours normal des activités de la Société et elle a été comptabilisée à la valeur d'échange qui représente une valeur de 0,05 $ par action émise.

10 - RELATED PARTY TRANSACTIONS (continued)

That operation is not concluded in the normal course of the Company's activities and therefore it was measured at the exchange amount, which is represented to $0.05 by issued share.

11 - ÉLÉMENTS SANS INCIDENCE SUR LA TRÉSORERIE ET LES ÉQUIVALENTS DE TRÉSORERIE / ITEMS NOT AFFECTING CASH AND CASH EQUIVALENTS

	2009 $	2008 $	
Acquisition d'une propriété minière par l'émission de capital-actions	-	250 000	Acquisition of a mining property by issuance of capital stock
Acquisition d'une propriété minière en contrepartie d'une dette non garantie	-	350 000	Acquisition of a mining property by non secured debt
Crédit d'impôt à recevoir	170 896	80 000	Tax credit receivable
Droits miniers à recevoir	32 415	15 300	Mining rights receivable
Émission d'actions ordinaires	100 000	-	Issuance of common shares
Frais d'émission en relation avec les impôts futurs reliés aux actions accréditives	6 200	-	Share issuance related to future income taxes relating to flow-through shares

12 - IMPÔTS SUR LES BÉNÉFICES ET IMPÔTS MINIERS FUTURS

Le rapprochement des impôts sur les bénéfices calculé selon le taux d'imposition statutaire combiné fédéral et provincial de 30,9 % (30,9 % en 2008), avec les impôts sur les bénéfices figurant dans les états financiers se détaille comme suit :

12 - FUTURE INCOME AND MINING TAXES

The reconciliation of the income tax calculated using the combined federal and provincial statutory tax rate of 30.9% (30.9% in 2008) to the income tax per the financial statements is as follows:

	2009 $	2008 $	
Perte avant impôts	(209 032)	(80 958)	Loss before income taxes
Impôts au taux de base combiné	(64 591)	(25 015)	Income taxes at combined rate
Frais d'émission d'actions déductibles	(1 525)	-	Deductible share issuance expenses
Éléments non déductibles	23 936		Non-deductible items
Avantage fiscal non constaté	42 180	25 015	Unrecognized tax benefit
	-	-	
Impôts futurs comptabilisés aux résultats	(71 050)	-	Future income taxes recorded in earnings
Impôts sur les bénéfices et impôts miniers futurs	(71 050)	-	Future income and mining taxes

12 - IMPÔTS SUR LES BÉNÉFICES ET IMPÔTS MINIERS FUTURS (suite)

12 - FUTURE INCOME AND MINING TAXES (continued)

Les éléments importants des actifs d'impôts futurs se détaillent comme suit :

Significant components of the future tax assets are as follows:

	2009	2008	
	$	$	
Pertes reportées	63 870	21 700	Losses carried forward
Frais d'émission d'actions	5 195	-	Share issuance expenses
Immobilisations corporelles	305	-	Fixed asset
Frais d'exploration reportés	34 225	13 590	Deferred exploration expenses
Total des actifs d'impôts futurs bruts	103 595	35 290	Total gross future tax assets
Provision pour moins-value	(103 595)	(35 290)	Valuation allowance
Actifs d'impôts futurs nets	-	-	Net future tax assets

Les éléments importants des passifs d'impôts futurs se détaillent comme suit :

Significant components of the future tax liabilities are as follows:

	2009	2008	
	$	$	
Propriété minière	77 250	-	Mining property

La Société a accumulé à des fins fiscales des pertes autres que des pertes en capital. Ces pertes viendront à échéance dans les délais suivants :

The Company has accumulated non-capital losses for income tax purposes. These losses will expire as follows:

	$
2018	70 283
2019	212 620

L'avantage fiscal éventuel relatif à ces pertes n'a pas été comptabilisé.

The potential tax benefit in relation with those losses is not recorded.

13- OBJECTIFS ET POLITIQUES EN MATIÈRE DE GESTION DES RISQUES FINANCIERS

Les activités de la Société sont exposées à divers risques financiers : le risque de marché, le risque de crédit et le risque de liquidités.

a) Risque de marché

i) Juste valeur

La juste valeur estimative est établie à la date du bilan en fonction de l'information pertinente sur le marché et d'autres renseignements sur les instruments financiers.

ii) Risque de taux d'intérêt

Le risque de taux d'intérêt est le risque que la juste valeur des flux de trésorerie futurs d'un instrument financier fluctue en raison des variations des taux d'intérêt du marché. Les actifs et passifs financiers ne sont pas exposés au risque de taux d'intérêt étant donné qu'ils ne portent pas intérêt.

iii) Risque de change

La Société n'est pas exposée à des fluctuations monétaires car toutes les transactions se sont effectuées en dollars canadiens.

b) Risque de crédit

Le risque de crédit est le risque qu'une partie à un instrument financier manque à l'une de ses obligations et amène de ce fait l'autre partie à subir une perte financière. L'encaisse, l'encaisse réservée à l'exploration, les taxes à recevoir et les autres débiteurs sont les principaux instruments financiers de la Société qui sont potentiellement assujettis au risque de crédit. De plus, comme la majorité des comptes débiteurs le sont auprès des gouvernements provincial et fédéral sous forme de crédits de taxes à la consommation, le risque de crédit est minimal.

c) Risque de liquidités

Le risque de liquidités est le risque qu'une entité éprouve des difficultés à honorer des engagements liés à des passifs financiers. À la fin du mois de juin 2009, la direction est optimiste de pouvoir réunir les liquidités suffisantes pour prendre en charge ses passifs financiers et ses passifs financiers futurs provenant de ses engagements.

13- FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's activities are exposed to financial risks: market risk, credit risk and liquidity risk.

a) Market risk

i) Fair value

Fair value estimates are made at the balance sheet date, based on relevant market information and other information about the financial instruments.

ii) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The financial assets and liabilities are not exposed to interest rate risk because they don't bear interest.

iii) Currency risk

The Company is not exposed to currency fluctuations as all transactions occur in Canadian dollars.

b) Credit risk

Credit risk is the risk that one party to a financial instrument fails to discharge an obligation and causes the other party to incur a financial loss. Financial instruments which potentially expose the Company to credit risk mainly consist of cash, cash reserved for exploration, taxes receivable and other receivables. Also, as the majority of its receivables are from the governments of Quebec and Canada in the form of sales taxes receivable, the credit risk is minimal.

c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet the obligations associated with its financial liabilities. At the end of June 2009, the management is optimist to get sufficient funds to meet its financial liabilities and future financial liabilities from its commitments.

14- POLITIQUES ET PROCÉDURES DE GESTION DU CAPITAL

Au 30 juin 2009, le capital de la Société est constitué des capitaux propres qui se chiffrent à 913 163 $. L'objectif de gestion du capital de la Société est de s'assurer qu'elle dispose d'un capital suffisant pour rencontrer les obligations de son plan d'exploration et ainsi assurer la croissance de ses activités. Elle a également pour objectif de s'assurer qu'elle dispose de suffisamment de liquidités pour financer ses frais d'exploration, ses activités d'investissement et ses besoins en fonds de roulement. La Société est soumise à des exigences réglementaires relativement à l'utilisation de fonds levés par financement accréditif, ceux-ci devant obligatoirement être dépensés en frais d'exploration admissibles. La Société n'a pas de politique de dividendes.

14- POLICIES AND PROCESSES FOR MANAGING CAPITAL

As at June 30, 2009, the capital of the Company consists of shareholder's equity amounting to $913,163. The Company's capital management objective is to have sufficient capital to be able to meet its exploration activities plan in order to ensure the growth of its activities. It has also the objective to have sufficient cash to finance the exploration expenses, the investing activities and the working capital requirements. The Company is subject to regulatory requirements related to the use of funds obtained by flow-through shares financing. These funds have to be incurred for eligible exploration expenses. The Company has no dividend policy.

15- ÉVÉNEMENTS SUBSÉQUENTS

a) Entre le premier juillet 2009 et le 18 décembre 2009, la Société a clôturé des placements privés pour des montant totalisant 963 088 $. Dans le cadre de ces placements, la Société a émis 6 101 875 actions ordinaires à 0,10 $ l'action et 2 352 666 actions accréditives à 0,15 $ l'action.

b) En août 2009, la Société a payé 50 000 $ dû sur l'entente d'acquisition de la propriété Lac Arques par l'émission de 500 000 actions ordinaires au prix de 0,10 $ l'action. Le solde payable de 200 000 $ est dû au plus tard le 15 janvier 2010.

c) En vertu d'une entente signée en août 2009 et amendée en novembre 2009, la Société a l'option d'acheter 100 % d'intérêt dans les propriétés Lac Levac et Lac des Montagnes (les propriétés) appartenant à la société publique Ressources Golden Goose Inc. («Golden Goose»). La Société a versé un montant non remboursable de 200 000 $ en espèces pour obtenir cette option. Pour lever l'option et acquérir les propriétés, la Société devra verser, au plus tard le 31 décembre 2009, une somme de 450 000 $ en espèces et devra émettre 1 500 000 $ en actions ordinaires de la Société au prix de son premier appel public à l'épargne (PAPE), moins une escompte de 30 %. Chaque action ainsi émise sera accompagnée d'un bon de souscription permettant au détenteur de souscrire une action ordinaire au prix du PAPE, pour une période de 24 mois à compter de l'émission.

15- SUBSEQUENT EVENTS

a) From July first, 2009 and December 18, 2009, the Company closed private placements amounting to $963,088. In relation with these investments, the Company issued 6,101,875 common shares at $0.10 per share and 2,352,666 flow-through shares at $0.15 per share.

b) In August 2009, the Company paid 50,000$ due on the acquisition agreement of Lac Arques property by the issuance of 500,000 common shares at $0.10 per share. The balance owed of $200,000 is due at the latest January 15, 2010

c) According to an agreement signed in August 2009 and amended in November 2009, the Company has the option to acquire a 100% interest in Lac Levac and Lac des Montagnes properties (the properties) owned by the public company Golden Goose Resources Inc. ("Golden Goose"). The Company paid a non refundable amount of $200,000 in cash to acquire this option. To exercise the option, the Company will have to pay before December 31, 2009 an amount of $450,000 in cash and will have to issue $1,500,000 in common shares of the Company at the price of the initial public offering (IPO) of the Company, with a 30% discount. Each share issued will be accompanied by a share purchase warrant allowing its holder to subscribe one common share of the Company at the IPO price, for a 24 month period from the issue date.

15- ÉVÉNEMENTS SUBSÉQUENTS (suite)

c) De plus, la Société émettra une débenture d'un montant de 1 000 000 $ ayant les caractéristiques suivantes :

- taux d'intérêt annuel de 8 %, payable en espèces à chaque date d'anniversaire de l'émission de la débenture ;
- garantie par une hypothèque de premier rang sur les claims # 1134013, # 1134014 et # 1134015;
- convertible en tout temps en unités de la Société au prix du PAPE;
- conversion automatique si les actions ordinaires se transigent à un prix égal ou supérieur à 30 % du prix du PAPE durant 20 jours consécutifs de transactions boursières :
- rachetable pour 500 000 $ au 18 ième mois suivant l'émission de la débenture et pour un autre 500 000 $ au 36 ième mois suivant l'émission de la débenture;
- rachetable en tout temps (à l'exception des dates mentionnées ci-haut) à 110 % du montant en circulation (plus le montant des intérêts impayés).

Golden Goose aura le droit, en tout temps avant le 31 décembre 2009, de révoquer l'option de la Société si elle reçoit une offre de bonne foi d'un tiers pour les propriétés, et si le conseil d'administration de Golden Goose considère qu'une telle offre est plus avantageuse que l'offre de la Société. Advenant que Golden Goose choisisse de révoquer l'option, elle devrait rembourser le montant initial de 200 000 $ versé par la Société et devrait payer à la Société des frais de dédit d'un montant de 500 000 $.

Finalement, Golden Goose conservera une royauté de 2 % du produit net de fonderie (NSR), duquel, 1 % pourra être racheté pour une somme de 1 000 000 $ en espèces au cours des trois années suivant l'acquisition.

15- SUBSEQUENT EVENTS (continued)

c) In addition, the Company will issue a $1000,000 debenture having the following attributes:

- 8% annual interest rate, payable in cash at each anniversary date of issuance of the debenture;
- secured by a first rank hypothec on claims #1134013, #1134014 and #1134015;
- convertible at any time in units of the Company at the IPO price;
- automatic conversion if the common shares trade at or above 30% over the IPO price for 20 consecutive trading days;
- redeemable for $500,000 on the 18th month following the issuance of the debenture and for another $500,000 on the 36th month following the issuance of the debenture;
- redeemable at any time (other than the two dates referred above) at 110% of any outstanding principal amount (plus unpaid and accrued interest thereon).

Golden Goose shall have the right, at all times prior to December 31, 2009, to revoke the Company's option if it receives a good-faith offer for the properties from a third-party and if the Board of Directors of Golden Goose considers that such new offer is better than the Company's offer. Should Golden Goose choose to revoke the option, it would have to reimburse the initial amount of $200,000 paid by the Company and would have to pay to the Company a break-up fee of $500,000.

Finally, Golden Goose will keep a 2% NSR royalty and 1% will be redeemable for an amount of $1,000,000 in cash over a three year period following the acquisition.

15- ÉVÉNEMENTS SUBSÉQUENTS (suite)

d) En septembre 2009, la Société a acquis un intérêt de 100 % dans 16 claims miniers faisant partie de la propriété Whabouchi. À la signature de l'entente, la Société a versé une somme de 10 000 $ en espèces et a émis 2 100 000 actions ordinaires. De plus, une somme additionnelle de 200 000 $ devra être versée à la clôture du PAPE de la Société ou au transfert de la dite propriété à une filiale créée en vue de réaliser une transaction de type «spin-off», si réalisée avant le PAPE. Advenant un spin-off, le vendeur recevra 10 % du montant en espèces que la Société recevra, pour un minimum de 100 000 $ et 1 000 000 d'actions de la nouvelle filiale à être formée. La Société s'est également engagée à payer au vendeur un maximum de 1 400 000 $ en espèces et à lui émettre un maximum de 1 400 000 actions ordinaires, selon l'atteinte de certaines étapes de travaux et résultats sur la propriété, lesquels sont définis comme suit :

- 100 000 $ et 100 000 actions ordinaires si et lorsque la Société aura réalisé un minimum de 2 500 000 $ de travaux d'exploration sur la propriété ;
- 100 000 $ et 100 000 actions ordinaires si et lorsque la Société aura réalisé un minimum de 5 000 000 $ de travaux d'exploration sur la propriété ;
- 100 000 $ et 100 000 actions ordinaires si et lorsque la Société aura réalisé un minimum de 7 500 000 $ de travaux d'exploration sur la propriété ;
- 100 000 $ et 100 000 actions ordinaires si et lorsque la Société aura réalisé un minimum de 10 000 000 $ de travaux d'exploration sur la propriété ;
- 100 000 $ et 100 000 actions ordinaires si et lorsque la Société aura réalisé un minimum de 12 500 000 $ de travaux d'exploration sur la propriété ;
- 100 000 $ et 100 000 actions ordinaires si et lorsque la Société aura réalisé un minimum de 15 000 000 $ de travaux d'exploration sur la propriété ;
- 300 000 $ et 300 000 actions ordinaires à l'obtention, le cas échéant, d'une étude de pré-faisabilité indépendante ; et

15- SUBSEQUENT EVENTS (continued)

d) In September 2009, the Company acquired a 100% interest in 16 mining claims include in the Whabouchi property. At the signature of the agreement, the Company paid $10,000 in cash and issued 2,100,000 common shares. Furthermore, an additional amount of $200,000 will be payable at the closing of the IPO of the Company or at the transfer of the property to a newly created subsidiary in a spin-off transaction if realized before the IPO. If a spin-off transaction was realized, the vendor would receive 10% of the amount received in cash by the Company but subject to a $100,000 minimum and will receive 1,000,000 common shares of the newly created subsidiary. The Company is also committed to pay to the vendor a maximum of $1,400,000 in cash and to issue a maximum of 1,400,000 common shares according to the achievement of certain stages of works and results on the property, which are defined as follows:

- $100,000 and 100,000 common shares if and when the Company will have completed a minimum of $2,500,000 in exploration expenses on the property;
- $100,000 and 100,000 common shares if and when the Company will have completed a minimum of $5,000,000 in exploration expenses on the property;
- $100,000 and 100,000 common shares if and when the Company will have completed a minimum of $7,500,000 in exploration expenses on the property;
- $100,000 and 100,000 common shares if and when the Company will have completed a minimum of $10,000,000 in exploration expenses on the property;
- $100,000 and 100,000 common shares if and when the Company will have completed a minimum of $12,500,000 in exploration expenses on the property;
- $100,000 and 100,000 common shares if and when the Company will have completed a minimum of $15,000,000 in exploration expenses on the property;
- $300,000 and 300,000 common shares if an independent pre-feasibility study is obtained; and

15- ÉVÉNEMENTS SUBSÉQUENTS (suite)

d) • 500 000 $ et 500 000 actions ordinaires à l'obtention, le cas échéant, d'une étude de faisabilité indépendante confirmant la faisabilité d'une mise en production de la propriété.

e) En octobre 2009, la Société a acquis de la société privée Ressources Kativik inc. («Kativik»), la totalité de ses droits et obligations découlant d'une entente d'option d'acquisition de claims détenus par la société publique Exploration Azimut inc. En contrepartie, la Société a émis à Kativik 3 000 000 d'actions ordinaires. Ces actions seront distribuées à l'ensemble des actionnaires de Kativik. En décembre 2009, la Société a conclu une entente amendée avec Exploration Azimut inc. modifiant certaines conditions et délais. Dans le cadre de l'amendement, la Société a convenu d'émettre à Exploration Azimut inc., 160 000 actions en paiement d'un montant de 80 000 $ prévu à l'entente d'option et elle s'est également engagée à payer pour la préparation de rapports de travaux de levés géophysique et géologique, pour un montant maximum de 20 000 $, avant le 15 janvier 2010. Tous les autres échéanciers prévus à l'entente ont été reportés au 15 février 2011.

f) En octobre 2009, la Société a signé un bail pour une somme mensuelle de 950 $ pour ses espaces de bureau. Ledit bail est valable pour une période de deux ans se terminant en septembre 2011.

g) En octobre 2009, la Société a accepté une souscription de Nemaska Development Corporation («NDC»). Aux termes de la convention de souscription, la Société a convenu d'émettre 3 000 000 d'actions ordinaires en faveur de NDC pour un prix de souscription global de 300 000 $.

Une première tranche de 225 000 $ a été payée, et 2 250 000 actions ordinaires ont été émises par la Société. Le solde résiduel de 75 000 $ sera dû et exigible, au moment de l'émission, par l'Autorité des marchés financiers, d'un visa portant sur le prospectus définitif de la Société.

15- SUBSEQUENT EVENTS (continued)

d) • $500,000 and 500,000 common shares if an independent feasibility study confirming the feasibility of production stage of the property is obtained.

e) In October 2009, the Company acquired from the private company Kativik Resources Inc. ("Kativik"), all of its rights and obligations in a claims option agreement with the public company Azimut Exploration Inc. In counterpart, the Company issued to Kativik 3,000,000 common shares. These shares will be distributed to all of the Kativik shareholders. In December 2009, the Company has signed an amendment to the agreement modifying certains terms and deadlines. According to the amendment, the Company agreed to issue to Azimut Exploration Inc., 160,000 shares in payment of an amount of $80,000 under the option agreement and has also committed to pay for the preparation of geophysic and geological surveys reports for a maximum amount of $20,000 before January 15, 2010. All the other deadlines under the agreement were postponed until February 15, 2011.

f) In October 2009, the Company signed a two year lease agreement for its office space for a monthly amount of $950. That lease will terminate in September 2011.

g) In October 2009, the Company accepted a subscription from Nemaska Development Corporation ("NDC"). Pursuant to the subscription agreement, the Company agreed to issue 3,000,000 common shares in favour of NDC for an aggregate subscription price of $300,000.

A first tranche of $225,000 has been paid and 2,250,000 common shares were issued. The remaining balance of $75,000 will be payable upon issuance by the Autorité des marchés financiers of a receipt for the final prospectus of the Company.

15- ÉVÉNEMENTS SUBSÉQUENTS (suite)

De plus, NDC a convenu, de manière irrévocable, de souscrire un nombre additionnel d'actions ordinaires de la Société correspondant à un prix global de 300 000 $, le tout au prix et selon les termes et modalités du prospectus. Cette deuxième souscription par NDC est conditionnelle à la clôture d'un placement minimal d'un montant de 5 000 000 $ au plus tard le 31 décembre 2009, et à l'exercice, par la Société, de l'option accordée aux termes de la convention d'option d'achat des propriétés Lac Levac et Lac des Montagnes.

h) Le 18 décembre 2009, la Société a déposé un prospectus définitif visant le placement d'un minimum de 2 511 unités «A» et d'un minimum de 2 500 unités «B» pour un total de 3 761 000 $ ainsi que d'un maximum de 4 000 unités «A», d'un maximum de 5 092 unités «B» et d'un maximum de 649 unités «C» pour un total de 7 999 760 $. Le prix de chaque unité «A» est de 1 000 $ l'unité, le prix de chaque unité «B» est de 500 $ l'unité et le prix de chaque unité «C» est de 2 240 $ l'unité. Chaque unité «A» se compose de 1 250 actions accréditives à 0,64 $ l'action, de 400 actions ordinaires à 0,50 $ l'action et 825 bons de souscription. Chaque bon permet aux détenteurs de souscrire une action ordinaire au prix de 0,80 $ $ l'action au cours des 24 mois suivant la clôture du placement. Chaque unité «B» se compose de 1 000 actions ordinaires à 0,50 $ l'action et 1 000 bons de souscription. Chaque bon permet aux détenteurs de souscrire une action ordinaire au prix de 0,80 $ l'action au cours des 24 mois suivant la clôture du placement. Chaque unité «C» se compose de 3 500 actions accréditives à 0,64 $ l'action et 1 750 bons de souscription. Chaque bon permet aux détenteurs de souscrire une action ordinaire au prix de 0,80 $ l'action au cours des 24 mois suivant la clôture du placement.

15- SUBSEQUENT EVENTS (continued)

In addition, NDC has irrevocably undertook and agreed to subscribe for an additional $300,000 of the Company's common shares at the same price and conditions offered in the prospectus. This second subscription by NDC is conditional on the closing of a minimum offering of $5,000,000, not later than December 31, 2009 and the exercise by the Company of the Lac Levac and Lac des Montagnes purchase option agreement.

h) On December 18, 2009, the Company deposed a final prospectus for an investment of a minimum of 2,511 ''A'' units and of a minimum of 2,500 ''B'' units for a total amount of $3,761,000, as well as a maximum of 4,000 ''A'' units, a maximum of 5,092 ''B'' units and a maximum of 649 ''C'' units for a total amount of $7,999,760. The price of each ''A'' unit is $1,000, the price of each ''B'' unit is $500 and the price of each ''C'' unit is $2,240. Each ''A'' unit is composed of 1,250 flow-through shares at a price of $0.64 per share, 400 common shares at a price of $0.50 per share and 825 warrants. Each warrant allow the holder to purchase one common share at a price of $0.80 per share for a 24 month period after the closing of the investment. Each ''B'' unit is composed of 1,000 common shares at a price of $0.50 per share and 1,000 warrants. Each warrant allow the holder to purchase one common share at a price of $0.80 per share for a 24 month period after the closing of the investment. Each ''C'' unit is composed of 3,500 flow-through shares at a price of $0.64 per share and 1,750 warrants. Each warrant allow the holder to purchase one common share at a price of $0.80 per share for a 24 month period after the closing of the investment.

UNAUDITED QUARTERLY FINANCIAL REPORT, FIRST QUARTER ENDED SEPTEMBER 30, 2009 AND 2008

Amendé 18 décembre 2009 / Amended December 18th, 2009

EXPLORATION NEMASKA INC.
RAPPORT FINANCIER TRIMESTRIEL NON VÉRIFIÉ
PÉRIODES TERMINÉS LES 30 SEPTEMBRE 2009 ET 2008

NEMASKA EXPLORATION INC.
UNAUDITED QUARTERLY FINANCIAL REPORT
PERIOD ENDED SEPTEMBER 30, 2009 AND 2008

ÉTATS FINANCIERS	**FINANCIAL STATEMENTS**
Bilans	Balance Sheets
État des frais d'exploration reportés	Statement of Deferred Exploration Expenses
Résultats et résultat étendu	Earnings and Comprehensive Loss
Déficit	Deficit
Flux de trésorerie	Cash Flows
Notes complémentaires	Notes to Financial Statements

BILANS / BALANCE SHEETS

	30-09-2009	30-06-2009	
	(Non vérifié / Unaudited)	(Vérifié / Audited)	
ACTIF	$	$	**ASSETS**
Actif à court terme			**Current assets**
Taxes à recevoir	34 065	34 589	Taxes receivable
Droits miniers à recevoir	47 715	47 715	Mining rights receivable
Crédit d'impôt à recevoir	170 896	170 896	Tax credit receivable
Frais payés d'avance	28 362	21 780	Prepaid expenses
	281 038	274 980	
Frais reportés	160 000	17 500	Deferred expenses
Encaisse réservée à l'exploration (note 3)	56 162	136 670	Cash reserved for exploration (Note 3)
Immobilisations corporelles (note 4)	1 443	986	Fixed assets (Note 4)
Propriétés minières (note 5)	892 288	672 288	Mining properties (Note 5)
Frais d'exploration reportés (note 6)	544 563	381 947	Deferred exploration expenses (Note 6)
	1 935 494	1 484 371	
PASSIF			**LIABILITIES**
Passif à court terme			**Current liabilities**
Créditeurs et frais courus	150 150	243 958	Accounts payable and accrued liabilities
Dette non garantie, sans intérêt	200 000	250 000	Non secured debt, without interest
	350 150	493 958	
Impôts sur les bénéfices et impôts miniers futurs (note 12)	77 250	77 250	Future income and mining taxes (Note 12)
	427 400	571 208	
CAPITAUX PROPRES			**SHAREHOLDERS' EQUITY**
Capital-actions (note 7)	2 009 483	1 300 083	Capital stock (Note 7)
Déficit	(501 389)	(386 920)	Deficit
	1 508 094	913 163	
	1 935 494	1 484 371	

ÉVENTUALITÉS ET ENGAGEMENTS (notes 8 et 9) / **CONTINGENCIES AND COMMITMENTS** (Notes 8 and 9)

POUR LE CONSEIL D'ADMINISTRATION / ON BEHALF OF THE BOARD,
(s) Guy Bourassa , Administrateur - Director

(s) Michel Baril , Administrateur - Director

ÉTAT DES FRAIS D'EXPLORATION REPORTÉS PREMIER TRIMESTRE TERMINÉ LES (Non vérifié)	30-09-2009	30-09-2008	STATEMENT OF DEFERRED EXPLORATION EXPENSES FIRST QUARTER ENDED (Unaudited)
	$	$	
FRAIS D'EXPLORATION			**EXPLORATION EXPENSES**
Supervision	7 837	4 579	Supervision
Géologie et géophysique	56 373	16 224	Geology and geophysics
Test, échantillonnage et prospection	55 033	3 164	Test, sampling and prospecting
Location d'équipement et autres matériel	25 600	11 354	Equipment rental and other material
Frais généraux d'exploration	17 773	-	General exploration expenses
AUGMENTATION DES FRAIS D'EXPLORATION	162 616	35 321	**INCREASE OF EXPLORATION EXPENSES**
DROITS MINIERS ET CRÉDIT D'IMPÔT	-	(14 394)	**MINING RIGHTS AND TAX CREDIT**
SOLDE AU DÉBUT	381 947	125 561	**BALANCE, BEGINNING OF YEAR**
SOLDE À LA FIN	544 563	146 488	**BALANCE, END OF YEAR**

RÉSULTATS ET RÉSULTAT ÉTENDU / **EARNINGS AND COMPREHENSIVE LOSS**

PREMIER TRIMESTRE TERMINÉ LES	**30-09-2009**	**30-09-2008**	**FIRST QUARTER ENDED**
(Non vérifié)			(Unaudited)
	$	$	
REVENUS			**INCOME**
Intérêts	12	97	Interest
FRAIS D'ADMINISTRATION			**ADMINISTRATIVE EXPENSES**
Frais généraux d'administration	20 667	5 735	General administrative expenses
Amortissement des immobilisations corporelles	148	111	Amortization of fixed assets
Inscription, registrariat et information aux actionnaires	24 501	9 156	Registration, listing fees and shareholder's information
Honoraires professionnels et de consultants	40 165	25 554	Professional and consultants fees
	85 481	40 556	
PERTE AVANT IMPÔTS	85 469	40 459	**LOSS BEFORE INCOME TAXES**
Impôts sur les bénéfices et impôts miniers futurs (note 12)	-	-	Future income and mining taxes (Note 12)
PERTE NETTE ET RÉSULTAT ÉTENDU	85 469	40 459	**NET LOSS AND COMPREHENSIVE LOSS**
PERTE PAR ACTION DE BASE ET DILUÉE	0,006	0,056	**BASIC AND DILUTED LOSS PER SHARE**

DÉFICIT PREMIER TRIMESTRE TERMINÉ LES	30-09-2009	30-09-2008	DEFICIT FIRST QUARTER ENDED
(Non vérifié)			(Unaudited)
	$	$	
SOLDE AU DÉBUT	386 920	90 638	**BALANCE, BEGINNING OF YEAR**
Perte nette	85 469	40 459	Net loss
Frais d’émission d’actions	29 000	-	Share issuance expenses
SOLDE À LA FIN	501 389	131 097	**BALANCE, END OF YEAR**

ÉTAT DES FLUX DE TRÉSORERIE PREMIER TRIMESTRE TERMINÉ LES	30-09-2009	30-09-2008	CASH FLOWS STATEMENT FIRST QUARTER ENDED
(Non vérifié)			(Unaudited)
	$	$	
ACTIVITÉS D'EXPLOITATION			**OPERATING ACTIVITIES**
Perte nette	(85 469)	(40 459)	Net loss
Élément n'impliquant aucun mouvement de trésorerie :			Item not involving cash:
Amortissement des immobilisations corporelles	148	111	Amortization of fixed assets
	(85 321)	(40 348)	
Variation nette des éléments hors caisse du fonds de roulement	(99 866)	(12 954)	Net change in non-cash operating working capital items
	(185 187)	(53 302)	
ACTIVITÉS DE FINANCEMENT			**FINANCING ACTIVITIES**
Encaissement au titre de capital-actions	449 400	-	Cash inflow relating to capital stock
Frais d'émission d'actions	(29 000)	-	Share issuance expenses
	420 400	-	
ACTIVITÉS D'INVESTISSEMENT			**INVESTMENT ACTIVITIES**
Frais reportés	(142 500)	956	Deferred expenses
Encaisse réservée à l'exploration	80 508	-	Cash reserved for exploration
Immobilisations corporelles	(605)	-	Fixed assets
Propriétés minières	(10 000)	-	Mining properties
Crédit d'impôts encaissés	-	81 326	Cashed tax credit
Frais d'exploration reportés	(162 616)	(35 321)	Deferred exploration expenses
	(235 213)	46 961	
DIMINUTION DE LA TRÉSORERIE ET ÉQUIVALENTS DE TRÉSORERIE	-	(6 341)	**CASH AND CASH EQUIVALENTS DECREASE**
TRÉSORERIE ET ÉQUIVALENTS DE TRÉSORERIE, AU DÉBUT	-	22 541	**CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR**
TRÉSORERIE ET ÉQUIVALENTS DE TRÉSORERIE, À LA FIN	-	16 200	**CASH AND CASH EQUIVALENTS, END OF YEAR**

La trésorerie et les équivalents de trésorerie sont constitués de l'encaisse./ Cash and cash equivalents consist of cash.

1 - STATUTS CONSTITUTIFS, NATURE DES ACTIVITÉS ET CONTINUITÉ DE L'EXPLOITATION

Exploration Nemaska inc., constituée en vertu de la Loi canadienne sur les sociétés par actions, se spécialise dans l'acquisition et dans l'exploration de propriétés minières. Ses activités se situent au Canada et la Société n'a pas encore déterminé si les propriétés minières renferment des réserves de minerai pouvant être exploitées économiquement. L'exploration et la mise en valeur de gisements de minéraux impliquent d'importants risques financiers. Le succès de la Société dépendra d'un certain nombre de facteurs, entre autres, les risques reliés à l'exploration et à l'extraction, les questions relatives à la réglementation ainsi que les règlements en matière d'environnement et autres règlements.

Pour le premier trimestre terminé le 30 septembre 2009, la Société a enregistré une perte nette de 85 469 $ (40 459 $ en 2008). La direction cherche périodiquement à obtenir du financement sous forme d'émission d'actions afin de poursuivre ses activités et malgré le fait qu'elle ait réussi dans le passé, il n'y a aucune garantie de réussite pour l'avenir. Si la direction ne parvenait pas à obtenir de nouveaux fonds, la Société pourrait alors être dans l'incapacité de poursuivre ses activités, et les montants réalisés à titre d'actifs pourraient être moins élevés que les montants inscrits dans les présents états financiers.

Les états financiers ci-joints ont été établis selon l'hypothèse de la continuité de l'exploitation, où les actifs sont réalisés et les passifs acquittés dans le cours normal des activités et ne tiennent pas compte des ajustements qui devraient être effectués à la valeur comptable des actifs et des passifs, aux montants présentés au titre des produits et des charges et au classement des postes du bilan si l'hypothèse de la continuité de l'exploitation n'était pas fondée. Ces ajustements pourraient être importants.

1 - STATUTE OF INCORPORATION, NATURE OF ACTIVITIES AND GOING CONCERN

Nemaska Exploration Inc., incorporated under the Canada Business Corporations Act, is engaged in the acquisition and exploration of mining properties. Its activities are in Canada and the Company has not yet determined whether the mining properties have economically recoverable ore reserves. The exploration and development of mineral deposits involves significant financial risks. The success of the Company will be influenced by a number of factors, including exploration and extraction risks, regulatory issues, environmental and other regulations.

For the first quarter that ended September 30, 2009, the Company recorded a net loss of $85,469 ($40,459 in 2008). Management periodically seeks additional forms of financing through the issuance of shares to continue its operations, and in spite of the obtention in the past, there is no guarantee of success for the future. If the management is unable to obtain new funding, the Company may be unable to continue its operations, and amounts realized for assets may be less than amounts reflected in these financial statements.

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and liquidation of liabilities during the normal course of operations and do not reflect the adjustments to the carrying values of assets and liabilities, the reported revenues and expenses and balance sheet classifications that would be necessary if the going concern assumption would not be appropriate. These adjustments could be material.

2- MODIFICATIONS DE CONVENTIONS COMPTABLES

Écarts d'acquisition et actifs incorporels

La Société a adopté le nouveau chapitre 3064, « Écarts d'acquisition et actifs incorporels » du manuel de L'Institut Canadien des Comptables Agréés (« ICCA »). Ce chapitre remplace le chapitre 3062, « Écarts d'acquisition et autres actifs incorporels » et le chapitre 3450, « Frais de recherche et de développement » Il établit des normes pour la constatation, l'évaluation et la présentation de l'écart d'acquisition et des actifs incorporels. Le chapitre 1000, « Fondements conceptuels des états financiers », a aussi été modifié afin d'être uniforme avec le nouveau chapitre.

L'adoption de ce nouveau chapitre n'a pas eu d'incidence importante sur les états financiers de la Société.

MODIFICATIONS COMPTABLES FUTURES

Normes internationales d'information financière (IFRS)

L'ICCA planifie la convergence des principes comptables généralement reconnus (PCGR) du Canada avec les IFRS sur une période transitoire qui se terminera en 2011. La Société s'attend à ce que cette transition ait une incidence sur les méthodes de comptabilisation, la présentation de l'information financière et les systèmes d'information. Au cours du prochain exercice, la Société élaborera des plans internes de mise en œuvre afin de se conformer aux lignes directrices des futures obligations en matière de reddition des comptes.

Autres nouvelles normes

D'autres nouvelles normes ont été publiées, mais elles ne devraient pas avoir d'impact significatif sur les états financiers de la Société.

2- CHANGES IN ACCOUNTING POLICIES

Goodwill and Intangible Assets

The Company has adopted the new section 3064, "Goodwill and Intangible Assets" from the Handbook of the Canadian Institute of Chartered Accountants ("CICA"). This section replaces Section 3062, "Goodwill and Other Intangible Assets" and Section 3450, "Research and Development Costs". It establishes standards for the recognition, measurement and presentation of goodwill and intangible assets. Section 1000, "Financial Statement Concepts" was also amended to be consistent with the new section.

The adoption of this section had no significant impact on the Company's financial statements.

FUTURE ACCOUNTING CHANGES

International Financial Reporting Standards (IFRS)

The CICA plans the convergence of Canadian generally accepted accounting principles (GAAP) to IFRS on a transition period ending in 2011. The Company expects this transition to have an effect on its accounting methods, presentation of financial information and information systems. During the next year, the Company will develop its internal implementation plan to meet the guidelines of the future reporting requirements.

Other accounting policies

Other new standards have been published but they should not have a significant impact on the Company's financial statements.

3 - PRINCIPALES CONVENTIONS COMPTABLES

Présentation des états financiers

Les états financiers sont dressés selon les PCGR du Canada.

3 - SIGNIFICANT ACCOUNTING POLICIES

Financial Statements

The financial statements were prepared in accordance with Canadian GAAP.

3 - PRINCIPALES CONVENTIONS COMPTABLES (suite)

Instruments financiers

Les actifs financiers et les passifs financiers sont constatés initialement à la juste valeur et leur évaluation ultérieure dépend de leur classement, tel que décrit ci-après. Leur classement dépend de l'objet visé lorsque les instruments financiers ont été acquis ou émis, de leurs caractéristiques et de leur désignation par la Société. La comptabilisation à la date de transaction est utilisée.

Détenus à des fins de transactions

Les actifs financiers détenus à des fins de transaction sont des actifs financiers qui sont généralement acquis en vue d'être revendus avant leur échéance ou qui ont été désignés comme étant détenus à des fins de transaction. Ils sont mesurés à la juste valeur à la date de clôture. Les fluctuations de la juste valeur qui incluent les intérêts gagnés, les intérêts courus, les gains et pertes réalisés sur cession et les gains et pertes non réalisés sont incluses dans les résultats. L'encaisse et l'encaisse réservée à l'exploration sont classées comme actifs détenus à des fins de transactions.

Autres passifs

Les autres passifs sont comptabilisés au coût après amortissement selon la méthode du taux d'intérêt effectif et comprennent tous les passifs financiers autres que les instruments dérivés. Les créditeurs et frais courus et la dette non garantie sont classés comme autres passifs.

Coûts de transaction

Les coûts de transaction liés aux actifs financiers détenus à des fins de transaction sont passés en charge au moment où ils sont engagés. Les coûts de transactions liés aux prêts et créances sont comptabilisés en augmentation de la valeur comptable de l'actif et les coûts de transaction liés aux autres passifs sont comptabilisés en diminution de la valeur comptable du passif et sont ensuite constatés sur la durée de vie prévue de l'instrument selon la méthode du taux d'intérêt effectif.

3 - SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial Instruments

Financial assets and financial liabilities are initially recognized at fair value and their subsequent measurement is dependent on their classification as described below. Their classification depends on the purpose, for which the financial instruments were acquired or issued, their characteristics and the Company's designation of such instruments. Transaction date accounting is used.

Held for trading

Held for trading financial assets are financial assets typically acquired for resale prior to maturity or that are designated as held for trading. They are measured at fair value at the balance sheet date. Fair value fluctuations including interest earned, interest accrued, gains and losses realized on disposal and unrealized gains and losses are included in earnings. Cash and cash reserved for exploration are classified as held for trading assets.

Other liabilities

Other liabilities are recorded at amortized cost using the effective interest method and include all financial liabilities, other than derivative instruments. Accounts payable and accrued liabilities and non secured debt are classified as other liabilities.

Transaction costs

Transaction costs related to held for trading financial assets are expensed as incurred. Transaction costs related to loans and receivables are added to the carrying value of the asset and transaction costs related to other liabilities are netted against the carrying value of the liability and are then recognized over the expected life of the instrument using the effective interest method.

3 - PRINCIPALES CONVENTIONS COMPTABLES (suite)

Instruments financiers (suite)

Méthode du taux d'intérêt effectif

La Société utilise la méthode du taux d'intérêt effectif pour constater le produit ou la charge d'intérêt, ce qui inclut les coûts de transaction ainsi que les frais, les primes et les escomptes gagnés ou engagés relativement aux instruments financiers.

Crédit de droits miniers et crédit d'impôt remboursable relatif aux ressources

La Société a droit à un crédit de droits miniers sur les frais reliés aux activités minières engagés au Québec. Ce crédit est comptabilisé en réduction des frais d'exploration reportés. De plus, elle a droit au crédit d'impôt remboursable relatif aux ressources à l'égard des frais admissibles engagés au Québec. Ce crédit d'impôt est comptabilisé en réduction des frais d'exploration reportés. Les crédits sont comptabilisés à la condition que la Société soit raisonnablement certaine que les crédits se matérialiseront.

Immobilisations corporelles

Les immobilisations corporelles sont comptabilisées au coût. Elles sont amorties selon leur durée de vie utile selon la méthode de l'amortissement dégressif au taux de 30 %.

Propriétés minières et frais d'exploration reportés

Les coûts reliés à l'acquisition, à l'exploration et au développement de propriétés minières sont capitalisés par propriété jusqu'au début de la production commerciale. Si des réserves de minerai économiquement profitables sont développées, les coûts capitalisés de la propriété concernée sont reclassifiés à titre d'actifs miniers et amortis selon la méthode des unités de production. S'il est établi que les coûts capitalisés d'acquisition et d'exploration ne sont pas récupérables selon la durée de vie estimative de la propriété, ou si le projet est abandonné, ceux-ci sont dévalués à leur valeur nette de réalisation. La direction de la Société revoit régulièrement la valeur comptable des actifs aux fins de dévaluation.

3 - SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial Instruments (continued)

Effective interest method

The Company uses the effective interest method to recognize interest income or expense which includes transaction costs or fees, premiums or discounts earned or incurred for financial instruments.

Mining Rights Credit and Refundable Tax Credit relating to Resources

The Company is entitled to a mining rights credit for mining exploration in Quebec. This credit is applied against the costs of deferred exploration expenses. Furthermore, the Company is entitled to a refundable tax credit relating to resources for mining exploration companies on eligible expenses incurred in Quebec. This tax credit is applied against the costs of deferred exploration expenses. These tax credits are recorded provided that the Company is reasonably certain that these credits will be received.

Fixed Assets

Fixed assets are accounted for at cost. Amortization of fixed assets is based on their useful life using the declining method at rate of 30%.

Mining Properties and Deferred Exploration Expenses

Costs related to the acquisition, exploration and development of mining properties are capitalized by property until the commencement of commercial production. If commercially profitable ore reserves are developed, capitalized costs of the related property are reclassified as mining assets and amortized according to the unit of production method. If it is determined that capitalized acquisition, exploration costs are not recoverable over the estimated economic life of the property, or if the project is abandoned, the project is written down to its net realizable value. The Company's management reviews the carrying values of assets on a regular basis to determine whether any write-downs are necessary.

3 - PRINCIPALES CONVENTIONS COMPTABLES (suite)

Propriétés minières et frais d'exploration reportés (suite)

La récupération des montants indiqués au titre des propriétés minières et des frais d'exploration reportés connexes dépend de la découverte de réserves économiquement récupérables, de la confirmation des intérêts de la Société dans les claims miniers, de la capacité de la Société d'obtenir le financement nécessaire pour mener à terme la mise en valeur et de la production rentable future ou du produit de la cession de tels biens. Les montants inscrits pour les propriétés minières et les frais d'exploration reportés ne représentent pas nécessairement la valeur présente ou future.

Frais reportés

Les frais reportés sont constitués d'honoraires engagés pour le premier appel public à l'épargne de la Société. Ces frais seront portés au déficit à titre de frais d'émission à la clôture du financement public ou ils seront imputés aux résultats si l'opération n'était pas couronnée de succès.

Dépréciation d'actifs à long terme

Les actifs à long terme sont soumis à un test de recouvrabilité lorsque des événements ou des changements de situation indiquent que leur valeur comptable pourrait ne pas être recouvrable. Une perte de valeur est constatée lorsque leur valeur comptable excède les flux de trésorerie non actualisés découlant de leur utilisation et de leur sortie éventuelle. La perte de valeur constatée est mesurée comme étant l'excédent de la valeur comptable de l'actif sur sa juste valeur.

Constatation des revenus

Les opérations de placement sont comptabilisées à la date d'opération et les revenus qui en découlent sont constatés selon la méthode de la comptabilité d'exercice.

3 - SIGNIFICANT ACCOUNTING POLICIES (continued)

Mining Properties and Deferred Exploration Expenses (continued)

The recovery of amounts recorded for mining properties and deferred exploration expenses depends on the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development, and future profitable production or proceeds from the disposition thereof. The amounts shown for mining properties and deferred exploration expenses do not necessarily represent present-time or future values.

Deferred Expenses

Deferred expenses consist of fees incurred for the initial public offering of the Company. These expenses will be applied to deficit as issuance expenses at the closing of the public financing or recorded in earnings if the transaction was not successful.

Impairment of Long-lived Assets

Long-lived assets are tested for recoverability whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. An impairment loss is recognized when their carrying value exceeds the total undiscounted cash flows expected from their use and eventual disposition. The amount of the impairment loss is determined as the excess of the carrying value of the asset over its fair value.

Revenue Recognition

Investment transactions are accounted for on the transaction date and resulting revenues are recognized using the accrual basis.

3 - PRINCIPALES CONVENTIONS COMPTABLES (suite)

Actions accréditives

La Société a financé une partie de ses activités d'exploration par le biais d'émission d'actions accréditives. Les actions émises suite à un financement par actions accréditives sont comptabilisées à leur prix de vente. Selon les termes des contrats relatifs aux actions accréditives, les avantages fiscaux des dépenses d'exploration sont renoncés en faveur des investisseurs. La Société comptabilise l'impact fiscal relié aux déductions renoncées à la date où la Société renonce aux déductions en faveur des investisseurs pourvu qu'il y ait une assurance raisonnable que les dépenses seront encourues.

Frais d'émission d'actions

Les frais d'émission d'actions sont comptabilisés en augmentation du déficit de l'exercice au cours duquel ils sont engagés.

Encaisse réservée à l'exploration

L'encaisse réservée à l'exploration représente le produit de financements accréditifs non dépensés. Selon les restrictions imposées par ces sources de financement, la Société doit consacrer les fonds à l'exploration de propriétés minières. Au 30 septembre 2009, le montant total des dépenses que la Société s'est engagé à dépenser en frais d'exploration se chiffre à 277 884 $. À cette date, la Société possède 56 162 $ en encaisse réservé à l'exploration et elle utilisera d'autres fonds futurs pour respecter ces engagements.

Trésorerie et équivalents de trésorerie

La politique de la Société est de présenter dans la trésorerie et les équivalents de trésorerie, l'encaisse et les placements temporaires dont la durée est égale ou inférieure à trois mois à compter de la date d'acquisition.

Estimations comptables

Pour dresser des états financiers conformément aux PCGR du Canada, la direction de la Société doit faire des estimations et poser des hypothèses qui ont une incidence sur les montants présentés dans les états financiers et les notes y afférentes.

3 - SIGNIFICANT ACCOUNTING POLICIES (continued)

Flow-through Shares

The Company has financed a portion of its exploration activities through the issuance of flow-through shares. Shares issued through flow-through financing are recorded at their selling price. Under the terms of the flow-through share agreements, the tax benefits of the exploration expenses are renounced in favour of the investors. The Company records the tax effect related to renounced deductions on the date that the Company renounces the deductions to investors provided there is reasonable assurance that the expenses will be incurred.

Share Issuance Expenses

Share issuance expenses are recorded as an increase of the deficit in the year in which they are incurred.

Cash Reserved for Exploration

Cash reserved for exploration represent proceeds of flow-through financing not yet incurred in exploration. The Company must use these funds for mining exploration activities in accordance with restrictions imposed by those financing. As at September 30th, 2009, the total expenses that the Company has committed to incur as exploration expenses amounts to $277,884. At this date, the Company has $56,162 in cash and it will use other future funds to respect its commitments.

Cash and Cash Equivalents

The Company's policy is to present cash and short-term investments having a term of three months or less from the acquisition date in cash and cash equivalents.

Accounting Estimates

The preparation of financial statements in accordance with Canadian GAAP requires management to make estimates and assumptions that affect the amounts recorded in the financial statements and notes to financial statements.

3 - PRINCIPALES CONVENTIONS COMPTABLES (suite)

Estimations comptables (suite)

Ces estimations sont fondées sur la connaissance que la direction possède des événements en cours et sur les mesures que la Société pourrait prendre à l'avenir. Les principales estimations incluent la valeur des propriétés minières et des frais d'exploration reportés. Les résultats réels pourraient être différents de ces estimations.

Perte par action de base et diluée

La perte de base par action est calculée selon la moyenne pondérée des actions en circulation durant la période de 12 mois précédent. (13 415 672 en 2009 et 2 333 206 en 2008).

La perte par action diluée, qui est calculée selon la méthode du rachat d'actions, est égale à la perte de base par action en raison du fait que la Société ne détient aucun titre ayant un effet de dilution.

Impôts sur les bénéfices et impôts miniers futurs

La Société utilise la méthode axée sur le bilan pour comptabiliser ses impôts sur les bénéfices. Selon la méthode axée sur le bilan, des actifs et des passifs d'impôts futurs sont constatés pour les incidences fiscales attribuables aux écarts entre les valeurs comptables des actifs et des passifs existant dans les états financiers et leurs valeurs fiscales correspondantes. Les actifs et les passifs d'impôts futurs sont mesurés par application des taux en vigueur ou pratiquement en vigueur qui, selon ce qu'il est à prévoir, s'appliqueront au bénéfice imposable des exercices au cours desquels ces écarts temporaires sont censés être recouvrés ou réglés. L'incidence d'une modification des taux d'imposition sur les actifs et les passifs d'impôts futurs est constatée dans les résultats de l'exercice qui comprend la date d'entrée en vigueur de la modification. La Société établit une provision pour moins-value à l'égard des actifs d'impôts futurs si, selon les renseignements disponibles, il est plus probable qu'improbable qu'une partie ou la totalité des actifs d'impôts futurs ne sera pas matérialisée.

3 - SIGNIFICANT ACCOUNTING POLICIES (continued)

Accounting Estimates (continued)

These estimates are based on management's best knowledge of current events and actions that the Company may undertake in the future. Significant estimates include the carrying value of mining properties and deferred exploration expenses. Actual results may differ from those estimates.

Basic and Diluted Loss per Share

The basic loss per share was calculated using the weighted average of shares outstanding during the previous 12 month period. (13,415,672 in 2009 and 2,333,206 in 2008).

The diluted loss per share, which is calculated with the treasury method, is equal to the basic loss per share because the Company holds no title having a dilutive effect.

Future Income and Mining Taxes

The Company uses the asset and liability method of accounting for income taxes. Under the asset and liability method, future tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Future tax assets and liabilities are measured using enacted or substantively enacted tax rates expected to apply to taxable income in the years during which those temporary differences are expected to be recovered or settled. The effect on future tax assets and liabilities of a change in tax rates is recognized in income in the year that includes the enactment date. The Company establishes a valuation allowance against future income tax assets if, based on available information, it is more likely than not that some or all of the future tax assets will not be realized.

4 - IMMOBILISATIONS CORPORELLES / FIXED ASSETS

			Solde au 30 septembre 2009 Balance as at September 30, 2009
	Coût Cost $	Amortissement cumulé Accumulated Amortization $	Valeur nette Net value $
Équipement de bureau et informatique / Office and Computer Equipment	2 574	1 131	1 443

			Solde au 30 juin 2009 Balance as at June 30, 2009
	Coût Cost $	Amortissement cumulé Accumulated Amortization $	Valeur nette Net value $
Équipement de bureau et informatique / Office and Computer Equipment	1 969	983	986

5 - PROPRIÉTÉS MINIÈRES / MINING PROPERTIES

	Localisation Localization	Redevances Royalties	Solde au 30 juin 2009 Balance as at June 30, 2009 $	Augmentation Addition $	Solde au 30 septembre 2009 Balance as at September 30, 2009 $
Arques (100 %)	SNRC 32O11,32O12, 32O13, 32O14	3 %	672 288	-	672 288
Whabouchi (100 %)	SNRC 32012	-	-	220 000	220 000
			672 288	220 000	892 288

6 - FRAIS D'EXPLORATION REPORTÉS / DEFERRED EXPLORATION EXPENSES

	Solde au 30 juin 2009 Balance as at June 30, 2009 $	Frais d'exploration Exploration Expenses $	Droits miniers et crédit d'impôt / Mining rights and tax credit $	Solde au 30 septembre 2009 Balance as at September 30, 2009 $
Arques	381 947	142 149	-	524 096
Whabouchi	-	20 467	-	20 467
	381 947	162 616	-	544 563

7 - CAPITAL-ACTIONS / CAPITAL STOCK

Autorisé / Authorized

Nombre illimité d'actions ordinaires sans valeur nominale / Unlimited number of common shares without par value

Les mouvements dans le capital-actions de la Société se détaillent comme suit : / Changes in the Company capital stock were as follows:

	Solde au 30 septembre 2009 Balance as at September 30, 2009		Solde au 30 juin 2009 Balance as at June 30, 2009		
	Quantité Number	Montant Amount $	Quantité Number	Montant Amount $	
Solde au début	13 000 001	1 300 083	7 575 001	636 250	**Balance, beginning of period**
Actions accréditives	810 000	121 500	2 426 667	364 000	Flow-through shares
Actions ordinaires	3 779 000	377 900	2 998 333	299 833	Common shares
Acquisition d'une propriété minière	2 100 000	210 000			Acquisition of a mining property
Solde à la fin	19 689 001	2 009 483	13 000 001	1 300 083	**Balance, end of period**

8 - ÉVENTUALITÉS

Les opérations de la Société sont régies par des lois gouvernementales concernant la protection de l'environnement. Les conséquences environnementales sont difficilement identifiables, que ce soit au niveau de la résultante, de son échéance ou de son impact. Présentement, au meilleur de la connaissance de ses dirigeants, la Société opère en conformité avec les lois et les règlements en vigueur. Tout paiement pouvant résulter de la restauration de sites serait comptabilisé aux résultats de l'exercice au cours duquel il sera possible d'en faire une estimation raisonnable.

8 - CONTINGENCIES

The Company's operations are governed by governmental laws and regulations regarding environmental protection. Environmental consequences are hardly identifiable, in terms of level, impact or deadline. At the present time and to the best knowledge of its management, the Company is in conformity with the laws and regulations. Restoration costs will be accrued in the financial statements only when they will be reasonably estimated and will be charged to the earnings at that time.

8 - ÉVENTUALITÉS (suite)

La Société se finance en partie par l'émission d'actions accréditives, cependant il n'y a pas de garantie que les fonds dépensés par la Société seront admissibles comme frais d'exploration canadiens, même si la Société s'est engagée à prendre toutes les mesures nécessaires à cet effet. Au 30 septembre 2009, la Société ne possédait pas l'encaisse nécessaire au respect des conventions d'actions accréditives, mais la direction de la Société s'est engagée à utiliser ses fonds futurs afin de remédier à la situation.

9 - ENGAGEMENTS

a) En mai 2008, la Société a signé une entente visant l'acquisition d'un intérêt de 100 % dans la propriété Arques dans la province de Québec. L'entente a été modifiée les 5 et 12 novembre 2008. Dans le cadre de l'entente, la Société a émis 5 000 000 d'actions et a payé 70 000 $. De plus, elle a émis 1 500 000 d'actions pour 150 000 $ à titre de versement sur la dette. Selon l'entente modifiée, le solde de 200 000 $ sera payable au plus tard le 15 janvier 2010. Les vendeurs conservent une royauté de 3 %, dont 1 % de celle-ci est rachetable pour un montant de 1 000 000 $.

La Société s'est également engagée à payer au vendeur un maximum de 1 000 000 $, selon l'atteinte de certaines étapes de travaux et résultats sur la propriété, lesquels sont définis comme suit :

- 50 000 $ si et lorsque la Société aura réalisé un minimum de 2 500 000 $ de travaux d'exploration sur la propriété;
- 150 000 $ si et lorsque la Société aura réalisé un montant cumulatif de 5 000 000 $ de travaux d'exploration sur la propriété;
- 300 000 $ à l'obtention, le cas échéant, d'une étude de préfaisabilité indépendante; et
- 500 000 $ à l'obtention, le cas échéant, d'une étude de faisabilité indépendante confirmant la faisabilité d'une mise en production de la propriété.

8 - CONTINGENCIES (continued)

The Company is partly financed by the issuance of flow-through shares. However, there is no guarantee that the funds spent by the Company will qualify as Canadian exploration expenses, even if the Company has committed to take all the necessary measures for this purpose. At at September 30, 2009, the Company did not have the necessary funds to respect the flow-through shares agreements, but the management of the Company committed to use its future funds to fulfill these requirements.

9 - COMMITMENTS

a) In May 2008, the Company signed an agreement to acquire a 100% interest in Arques property in the province of Quebec. This agreement was modified on November 5 and 12, 2008. In relation with this agreement, the Company issued 5,000,000 shares and paid $70,000 in cash. In addition, it issued 1,000,000 shares for an amount of $100,000 as payment on the debt. According to the modified agreement, the remaining amount of $250,000 will be payable at least on January 15, 2010. The vendor keeps a 3% royalty and 1% of this royalty may be redeemed for an amount of $1,000,000.

The Company is also committed to pay to the vendor a maximum of $1,000,000 according to the achievement of certain stages of works and results on the property, which are defined as follows:

- $50,000 if and when the Company will have realized a $2,500,000 minimum of exploration expenses on the property;
- $150,000 if and when the Company will have realized $5,000,000 of cumulative exploration expenses on the property;
- $300,000 at the obtaining of an independent pre-feasibility study; and
- $500,000 at the obtaining of an independent feasibility study confirming the feasibility of production stage of the property.

9 - ENGAGEMENTS (suite)

b) En septembre 2009, la Société a acquis un intérêt de 100 % dans 16 claims miniers faisant partie de la propriété Whabouchi. À la signature de l'entente, la Société a versé une somme de 10 000 $ en espèces et a émis 2 100 000 actions ordinaires. De plus, une somme additionnelle de 200 000 $ devra être versée à la clôture du PAPE de la Société ou au transfert de la dite propriété à une filiale créée en vue de réaliser une transaction de type «spin-off», si réalisée avant le PAPE. Advenant un « spin-off », le vendeur recevra 10 % du montant en espèces que la Société recevra, pour un minimum de 100 000 $ et 1 000 000 d'actions de la nouvelle filiale à être formée. La Société s'est également engagée à payer au vendeur un maximum de 1 400 000 $ en espèces et à lui émettre un maximum de 1 400 000 actions ordinaires, selon l'atteinte de certaines étapes de travaux et résultats sur la propriété, lesquels sont définis comme suit :

- 100 000 $ et 100 000 actions ordinaires si et lorsque la Société aura réalisé un minimum de 2 500 000 $ de travaux d'exploration sur la propriété ;
- 100 000 $ et 100 000 actions ordinaires si et lorsque la Société aura réalisé un minimum de 5 000 000 $ de travaux d'exploration sur la propriété ;
- 100 000 $ et 100 000 actions ordinaires si et lorsque la Société aura réalisé un minimum de 7 500 000 $ de travaux d'exploration sur la propriété ;
- 100 000 $ et 100 000 actions ordinaires si et lorsque la Société aura réalisé un minimum de 10 000 000 $ de travaux d'exploration sur la propriété ;
- 100 000 $ et 100 000 actions ordinaires si et lorsque la Société aura réalisé un minimum de 12 500 000 $ de travaux d'exploration sur la propriété ;
- 100 000 $ et 100 000 actions ordinaires si et lorsque la Société aura réalisé un minimum de 15 000 000 $ de travaux d'exploration sur la propriété ;
- 300 000 $ et 300 000 actions ordinaires à l'obtention, le cas échéant, d'une étude de préfaisabilité indépendante ; et
- 500 000 $ et 500 000 actions ordinaires à l'obtention, le cas échéant, d'une étude de faisabilité indépendante confirmant la faisabilité d'une mise en production de la propriété.

9 - COMMITMENTS (continued)

b) In September 2009, the Company acquired a 100% interest in 16 mining claims include in the Whabouchi property. At the signature of the agreement, the Company paid $10,000 in cash and issued 2,100,000 common shares. Furthermore, an additional amount of $200,000 will be payable at the closing of the IPO of the Company or at the transfer of the property to a newly created subsidiary in a spin-off transaction if realized before the IPO. If a spin-off transaction was realized, the vendor would receive 10% of the amount received in cash by the Company but subject to a $100,000 minimum and will receive 1,000,000 common shares of the newly created subsidiary. The Company is also committed to pay to the vendor a maximum of $1,400,000 in cash and to issue a maximum of 1,400,000 common shares according to the achievement of certain stages of works and results on the property, which are defined as follows:

- $100,000 and 100,000 common shares if and when the Company will have completed a minimum of $2,500,000 in exploration expenses on the property;
- $100,000 and 100,000 common shares if and when the Company will have completed a minimum of $5,000,000 in exploration expenses on the property;
- $100,000 and 100,000 common shares if and when the Company will have completed a minimum of $7,500,000 in exploration expenses on the property;
- $100,000 and 100,000 common shares if and when the Company will have completed a minimum of $10,000,000 in exploration expenses on the property;
- $100,000 and 100,000 common shares if and when the Company will have completed a minimum of $12,500,000 in exploration expenses on the property;
- $100,000 and 100,000 common shares if and when the Company will have completed a minimum of $15,000,000 in exploration expenses on the property;
- $300,000 and 300,000 common shares if an independent pre-feasibility study is obtained; and
- $500,000 and 500,000 common shares if an independent feasibility study confirming the feasibility of production stage of the property is obtained.

9 - ENGAGEMENTS (suite)

c) En vertu d'une entente signée en août 2009 et amendée en novembre 2009, la Société a l'option d'acheter 100 % d'intérêt dans les propriétés Lac Levac et Lac des Montagnes (« les propriétés ») appartenant à la société publique Ressources Golden Goose inc. («Golden Goose»). La Société a versé un montant non remboursable de 200 000 $ en espèces pour obtenir cette option. Pour lever l'option et acquérir les propriétés, la Société devra verser, au plus tard le 31 décembre 2009, une somme de 450 000 $ en espèces et devra émettre 1 500 000 $ en actions ordinaires de la Société au prix de son premier appel public à l'épargne (PAPE), moins un escompte de 30 %.

Chaque action ainsi émise sera accompagnée d'un bon de souscription permettant au détenteur de souscrire une action ordinaire au prix du PAPE, pour une période de 24 mois à compter de l'émission.

De plus, la Société émettra une débenture d'un montant de 1 000 000 $ ayant les caractéristiques suivantes :

- taux d'intérêt annuel de 8 %, payable en espèces à chaque date d'anniversaire de l'émission de la débenture ;
- garantie par une hypothèque de premier rang sur les claims # 1134013, # 1134014 et # 1134015;
- convertible en tout temps en unités de la Société au prix du PAPE;
- conversion automatique si les actions ordinaires se transigent à un prix égal ou supérieur à 30 % du prix du PAPE durant 20 jours consécutifs de transactions boursières :
- rachetable pour 500 000 $ au 18^{ième} mois suivant l'émission de la débenture et pour un autre 500 000 $ au 36^{ième} mois suivant l'émission de la débenture;
- rachetable en tout temps (à l'exception des dates mentionnées ci-haut) à 110 % du montant en circulation (plus le montant des intérêts impayés).

9 - COMMITMENTS (continued)

c) According to an agreement signed in August 2009 and amended in November 2009, the Company has the option to acquire a 100% interest in Lac Levac and Lac des Montagnes properties (the properties) owned by the public company Golden Goose Resources Inc. ("Golden Goose"). The Company paid a non refundable amount of $200,000 in cash to acquire this option. To exercise the option, the Company will have to pay before December 31, 2009 an amount of $450,000 in cash and will have to issue $1,500,000 in common shares of the Company at the price of the initial public offering of the Company (IPO), with a 30% discount.

Each share issued will be accompanied by a share purchase warrant allowing its holder to subscribe one common share of the Company at the IPO price for a 24 month period from the issue date.

In addition, the Company will issue a $1,000,000 debenture having the following attributes:

- 8% annual interest rate, payable in cash at each anniversary date of issuance of the debenture;
- secured by a first rank hypothec on claims #1134013, #1134014 and #1134015;
- convertible at any time in units of the Company at the IPO price;
- automatic conversion if the common shares trade at or above 30% over the IPO price for 20 consecutive trading days;
- redeemable for $500,000 on the 18th month following the issuance of the debenture and for another $500,000 on the 36th month following the issuance of the debenture;
- redeemable at any time (other than the two dates referred above) at 110% of any outstanding principal amount (plus unpaid and accrued interest thereon).

9 - ENGAGEMENTS (suite)

Golden Goose aura le droit, en tout temps avant le 31 décembre 2009, de révoquer l'option de la Société si elle reçoit une offre de bonne foi d'un tiers pour les propriétés, et si le conseil d'administration de Golden Goose considère qu'une telle offre est plus avantageuse que l'offre de la Société. Advenant que Golden Goose choisisse de révoquer l'option, elle devrait rembourser le montant initial de 200 000 $ versé par la Société et devrait payer à la Société des frais de dédit d'un montant de 500 000 $.

Finalement, Golden Goose conservera une royauté de 2 % du produit net de fonderie (NSR), duquel, 1 % pourra être racheté pour une somme de 1 000 000 $ en espèces au cours des trois années suivant l'acquisition.

9 - COMMITMENTS (continued)

Golden Goose shall have the right, at all times prior to December 31st, 2009, to revoke the Company's option if it receives a good-faith offer for the properties from a third-party and if the Board of Directors of Golden Goose considers that such new offer is better than the Company's offer. Should Golden Goose choose to revoke the option, it would have to reimburse the initial amount of $200,000 paid by the Company and would have to pay to the Company a break-up fee of $500,000.

Finally, Golden Goose will keep a 2% NSR royalty and 1% will be redeemable for an amount of $1,000,000 in cash over a three year period following the acquisition.

10 - OPÉRATIONS ENTRE APPARENTÉS

Au cours du premier trimestre, la Société a encouru des honoraires professionnels administratifs de 16 173 $ (12 698 $ en 2008) auprès de son président ainsi que des honoraires administratifs de 3 665 $ (2 663 $ en 2008) auprès de son chef des opérations financières. De plus, au cours du trimestre, la Société a encouru des frais d'exploration de 5 390 $ (4 233 $ en 2008) auprès de son président.

Ces opérations sont conclues dans le cours normal des activités de la Société et sont mesurées en fonction de leur valeur d'échange, soit le montant de la contrepartie convenue entre les parties aux accords.

10 - RELATED PARTY TRANSACTIONS

During the first quarter, the Company incurred administrative professional fees amounting to $16,173 ($12,698 in 2008) with its president and administrative fees amounting to $3,665 ($2,663 in 2008) with its chief financial officer. In addition, during the period, the Company incurred exploration expenses of $5,390 ($4,233 in 2008) with its president.

The transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed by the related parties

11 - ÉLÉMENTS SANS INCIDENCE SUR LA TRÉSORERIE ET LES ÉQUIVALENTS DE TRÉSORERIE / ITEMS NOT AFFECTING CASH AND CASH EQUIVALENTS

	30 septembre 2009 September 30, 2009 $	30 septembre 2008 September 30, 2008 $	
Acquisition d'une propriété minière par l'émission de capital-actions	210 000	-	Acquisition of a mining property by issuance of capital stock
Crédit d'impôt à recevoir	-	10 596	Tax credit receivable
Droits miniers à recevoir	-	2 472	Mining rights receivable
Règlement de dette par l'émission d'actions ordinaires	50 000	-	Debt settlement by the issuance of common shares

12 - IMPÔTS SUR LES BÉNÉFICES ET IMPÔTS MINIERS FUTURS

Le rapprochement des impôts sur les bénéfices calculé selon le taux d'imposition statutaire combiné fédéral et provincial de 30,9 % (30,9 % en 2008), avec les impôts sur les bénéfices figurant dans les états financiers se détaille comme suit :

FUTURE INCOME AND MINING TAXES

The reconciliation of the income tax calculated using the combined federal and provincial statutory tax rate of 30.9% (30.9% in 2008) to the income tax per the financial statements is as follows:

	30 septembre 2009 September 30, 2009	30 septembre 2008 September 30, 2008	
	$	$	
Perte avant impôts	85 469	40 459	Loss before income taxes
Impôts au taux de base combiné	(26 410)	(12 500)	Income taxes at combined rate
Avantages fiscale non constaté	26 410	12 500	Unrecognized tax benefit
Impôts sur les bénéfices et impôts miniers futurs	-	-	Future income and mining taxes

Les éléments importants des passifs d'impôts futurs se détaillent comme suit :

Significant components of the future tax liabilities are as follows:

	30 septembre 2009 September 30, 2009	30 septembre 2008 September 30, 2008	
	$	$	
Propriétés minières	77 250	-	Mining properties

La Société a accumulé à des fins fiscales des pertes autres que des pertes en capital. Ces pertes viendront à échéance dans les délais suivants :

The Company has accumulated non-capital losses for income tax purposes. These losses will expire as follows:

	$
2028	70 283
2029	212 620
2030	85 469

L'avantage fiscal éventuel relatif à ces pertes n'a pas été comptabilisé.

The potential tax benefit in relation with those losses is not recorded.

13- OBJECTIFS ET POLITIQUES EN MATIÈRE DE GESTION DES RISQUES FINANCIERS

Les activités de la Société sont exposées à divers risques financiers : le risque de marché, le risque de crédit et le risque de liquidités.

a) Risque de marché

i) Juste valeur

La juste valeur estimative est établie à la date du bilan en fonction de l'information pertinente sur le marché et d'autres renseignements sur les instruments financiers.

ii) Risque de taux d'intérêt

Le risque de taux d'intérêt est le risque que la juste valeur des flux de trésorerie futurs d'un instrument financier fluctue en raison des variations des taux d'intérêt du marché. Les actifs et passifs financiers ne sont pas exposés au risque de taux d'intérêt étant donné qu'ils ne portent pas intérêt.

iii) Risque de change

La Société n'est pas exposée à des fluctuations monétaires car toutes les transactions se sont effectuées en dollars canadiens.

b) Risque de crédit

Le risque de crédit est le risque qu'une partie à un instrument financier manque à l'une de ses obligations et amène de ce fait l'autre partie à subir une perte financière. L'encaisse et l'encaisse réservée à l'exploration sont les principaux instruments financiers de la Société qui sont potentiellement assujettis au risque de crédit.

c) Risque de liquidités

Le risque de liquidités est le risque qu'une entité éprouve des difficultés à honorer des engagements liés à des passifs financiers. À la fin du mois de septembre 2009, la direction est optimiste de pouvoir réunir les liquidités suffisantes pour prendre en charge ses passifs financiers et ses passifs financiers futurs provenant de ses engagements.

13- FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's activities are exposed to financial risks: market risk, credit risk and liquidity risk.

a) Market risk

i) Fair value

Fair value estimates are made at the balance sheet date, based on relevant market information and other information about the financial instruments.

ii) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The financial assets and liabilities are not exposed to interest rate risk because they don't bear interest.

iii) Currency risk

The Company is not exposed to currency fluctuations as all transactions occur in Canadian dollars.

b) Credit risk

Credit risk is the risk that one party to a financial instrument fails to discharge an obligation and causes the other party to incur a financial loss. Financial instruments which potentially expose the Company to credit risk mainly consist of cash and cash reserved for exploration.

c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet the obligations associated with its financial liabilities. At the end of September 2009, the management is optimist to get sufficient funds to meet its financial liabilities and future financial liabilities from its commitments.

14- POLITIQUES ET PROCÉDURES DE GESTION DU CAPITAL

Au 30 septembre 2009, le capital de la Société est constitué des capitaux propres qui se chiffrent à 1 508 094 $. L'objectif de gestion du capital de la Société est de s'assurer qu'elle dispose d'un capital suffisant pour rencontrer les obligations de son plan d'exploration et ainsi assurer la croissance de ses activités. Elle a également pour objectif de s'assurer qu'elle dispose de suffisamment de liquidités pour financer ses frais d'exploration, ses activités d'investissement et ses besoins en fonds de roulement. La Société est soumise à des exigences réglementaires relativement à l'utilisation de fonds levés par financement accréditif, ceux-ci devant obligatoirement être dépensés en frais d'exploration admissibles. La Société n'a pas de politique de dividendes.

14- POLICIES AND PROCESSES FOR MANAGING CAPITAL

As at September 30th, 2009, the capital of the Company consists of shareholder's equity amounting to $1,508,094. The Company's capital management objective is to have sufficient capital to be able to meet its exploration activities plan in order to ensure the growth of its activities. It has also the objective to have sufficient cash to finance the exploration expenses, the investing activities and the working capital requirements. The Company is subject to regulatory requirements related to the use of funds obtained by flow-through shares financing. These funds have to be incurred for eligible exploration expenses. The Company has no dividend policy.

15- ÉVÉNEMENTS SUBSÉQUENTS

a) Entre le premier octobre 2009 et le 14 décembre 2009, la Société a clôturé des placements privés en contrepartie d'argent pour un total de 738 688$, dont 231 400 $ pour la réalisation de frais d'exploration au Canada. Dans le cadre de ces placements, la Société a émis un total de 5 072 875 actions ordinaires à 0,10 $ l'action et 1 542 667 actions accréditives à 0,15 $ l'action.

b) En octobre 2009, la Société a acquis de la société privée Ressources Kativik inc. («Kativik»), la totalité de ses droits et obligations découlant d'une entente d'option d'acquisition de claims détenus par la société publique Exploration Azimut inc. En contrepartie, la Société a émis à Kativik 3 000 000 d'actions ordinaires pour une valeur de 300 000 $. Ces actions seront distribuées à l'ensemble des actionnaires de Kativik.

c) En octobre 2009, la Société a signé un bail pour une somme mensuelle de 950 $ pour ses espaces de bureau. Ledit bail est valable pour une période de deux ans se terminant en septembre 2011.

15- SUBSEQUENT EVENTS

a) From October first, 2009 to December 14th, 2009, the Company closed private placements in consideration of cash amounting to $738,688, out of which $231,400 is for exploration work in Canada. In relation with these investments, the Company issued 5,072,875 common shares at $0.10 per share and 1,542,667 flow-through shares at $0.15 per share.

b) In October 2009, the Company acquired from the private company Kativik Resources Inc. ("Kativik"), all of its rights and obligations in a claims option agreement with the public company Azimut Exploration Inc. In counterpart, the Company issued to Kativik 3,000,000 common shares with a value of $300,000. These shares will be distributed to all of the Kativik shareholders.

c) In October 2009, the Company signed a two year lease agreement for its office space for a monthly amount of $950. That lease will terminate in September 2011.

15- ÉVÉNEMENTS SUBSÉQUENTS (suite)

d) En octobre 2009, la Société a accepté une souscription de Nemaska Development Corporation («NDC»). Aux termes de la convention de souscription, la Société a convenu d'émettre 3 000 000 d'actions ordinaires en faveur de NDC pour un prix de souscription global de 300 000 $.

Une première tranche de 225 000 $ a été payée, et 2 250 000 actions ordinaires ont été émises par la Société. Le solde résiduel de 75 000 $ sera dû et exigible, au moment de l'émission, par l'Autorité des marchés financiers, d'un visa portant sur le prospectus définitif de la Société, mais au plus tard le 30 novembre 2009.

De plus, NDC a convenu, de manière irrévocable, de souscrire un nombre additionnel d'actions ordinaires de la Société correspondant à un prix global de 300 000 $, le tout au prix et selon les termes et modalités du prospectus. Cette deuxième souscription par NDC est conditionnelle à la clôture d'un placement minimal d'un montant de 5 000 000 $ au plus tard le 31 décembre 2009, et à l'exercice, par la Société, de l'option accordée aux termes de la convention d'option d'achat des propriétés Lac Levac et Lac des Montagnes.

e) Le 18 décembre 2009, la Société a déposé un prospectus définitif visant le placement d'un minimum de 2 511 unités «A» (2 511 000 $) et d'un maximum de 4 000 unités «A» (4 000 000 $), d'un minimum de 2 500 unités «B» (1 250 000 $) et un maximum de 5 092 unités «B» (2 546 000$) ainsi que d'un maximum de 649 unités «C» (1 453 760 $). Le prix de chaque unité «A» est de 1 000 $ l'unité, le prix de chaque unité «B» est de 500 $ l'unité et le prix de chaque unité «C» est de 2 240 $. Chaque unité «A» se compose de 1 250 actions accréditives à 0.64$ l'action, 400 actions ordinaires à 0.50$ l'action ainsi que 825 bons de souscription. Chaque unité «B» se compose de 1 000 actions ordinaires à 0.50$ l'action et de 1 000 bons de souscription. Chaque unité «C» se compose de 3 500 actions accréditives à 0.64$ l'action et de 1 750 bons de souscription. Chaque bon permet aux détenteurs de souscrire une action ordinaire au prix de 0.80$ l'action au cours des 24 mois suivant la clôture de placement. Un minimum de 150 000 $ en unité «C» est requis de n'importe qu'elle acheteur.

15- SUBSEQUENT EVENTS (continued)

d) In October 2009, the Company accepted a subscription from Nemaska Development Corporation ("NDC"). Pursuant to the subscription agreement, the Company agreed to issue 3,000,000 common shares in favour of NDC for an aggregate subscription price of $300,000.

A first tranche of $225,000 has been paid and 2,250,000 common shares were issued. The remaining balance of $75,000 will be payable upon issuance by the Autorité des marchés financiers of a receipt for the final prospectus of the Company but not later than November 30th, 2009.

In addition, NDC has irrevocably undertook and agreed to subscribe for an additional $300,000 of the Company's common shares at the same price and conditions offered in the prospectus. This second subscription by NDC is conditional on the closing of a minimum offering of $5,000,000, not later than December 31st, 2009 and the exercise by the Company of the Lac Levac and Lac des Montagnes purchase option agreement.

e) On December 18th, 2009, the Company filed a definitive prospectus for an investment of a minimum of 2,511 «A» units ($2,511,000) and a maximum of 4,000 «A» units ($4,000,000), in addition of a minimum of 2,500 «B» units ($1,250,000) and a maximum of 5,092 «B» units ($2,546,000), and finally a maximum of 649 «C» units ($1,453,760). The price of each «A» unit is $1,000, the price of each «B» unit is $500 and the price of each «C» unit is $2,240. Each «A» unit is composed of 1,250 flow-through shares at a price of $0.64 per share, 400 common shares at a price of $0.50 per share and 825 warrants. Each «B» unit is composed of 1,000 common shares at a price of $0.50 per share and of 1,000 warrants. Each «C» unit is composed of 3,500 flow-through shares at a price of $0.64 per share and of 1,750 warrants. Each warrant allows the holder to purchase one common share at a price of $0.80 per share for a 24 month period after the closing of the investment. A minimum of $150,000 in «C» units is required from any Purchaser.

AUDITORS' CONSENT

We have read the Prospectus of NEMASKA EXPLORATION INC. (the "Corporation") dated December 18, 2009 relating to the sale of 2,511 A Units and 2,500 B Units for the minimum offering of $3,761,000 and 4,000 A Units, 5,092 B Units and 649 C Units for the maximum offering of $7,999,760. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the use in the above-mentioned Prospectus of:

- Our report to the directors of the Corporation on the balance sheets of the Corporation as at June 30, 2009 and 2008 and the statements of earnings and comprehensive loss, deficit, deferred exploration expenses and cash flows for the fiscal years ended as at June 30, 2009 and 2008. Our report is dated September 16, 2009 (with the exception of Note 15, dated December 18, 2009).

(signed) Dallaire & Lapointe inc. [(1)]

Chartered Accountants

Rouyn-Noranda, Québec, Canada
December 18, 2009

(1) Chartered Accountant Auditor permit no. 18,803

CERTIFICATE OF THE CORPORATION

December 18, 2009

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of British Columbia, Alberta, Ontario and Québec.

(s) Guy Bourassa President, Chief Executive Officer and Secretary	*(s) Steve Nadeau* Chief Financial Officer

On Behalf of the Board of Directors

(s) René Lessard Director	*(s) Michel Baril* Chairman of the Board and Director

CERTIFICATE OF THE PROMOTER

December 18, 2009

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of British Columbia, Alberta, Ontario and Québec.

(s) Guy Bourassa

CERTIFICATE OF THE AGENT

December 18, 2009

To the best of our knowledge, information and belief, this Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislation of British Columbia, Alberta, Ontario and Québec.

CTI CAPITAL SECURITIES INC.

(s) Robert Lacroix
Senior Vice President

SCHEDULE "A"

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

I. PURPOSE

The Audit Committee is a committee of the Corporation's Board. The primary role of the Audit Committee is to help the Board to fulfill its responsibilities with respect to financial information and controls toward the shareholders of the Corporation and the financial community. The external auditors report directly to the Audit Committee. The primary duties and responsibilities of the Audit Committee are as follows:

- to ensure the integrity of the Corporation's financial statements, and to review all financial reports and financial information provided by the Corporation to any government authority or issued to the public as well as all other relevant document;

- to recommend the nomination of external auditors and to review and assess their efficiency, to ensure their competence and independence, and to maintain open line of communication between the external auditors, financial operations management, executive officers and the Board;

- to act as an objective, outside party to oversee the methods of preparing the financial information, the application of internal controls and of rules respecting business management and financial risk, and compliance with legal, ethical and regulatory requirements; and

- to encourage the continuous improvement and observance, at all levels, of the practices, methods and policies of the Corporation.

II. COMPOSITION

The Audit Committee, including its Chairman, is made up of at least three directors of the Corporation, the majority of whom may not be employees, officers or "control persons" of the Corporation as defined herein below. The Board must ensure that all members are "financially literate" as defined herein below. The members of the Audit Committee are nominated by the Board, at the annual meeting of the Board following the Annual Meeting, for the next year or until their successors are nominated or elected. The Board may dismiss a member of the Audit Committee by resolution at any time, at its discretion. Unless the Chairman of the Audit Committee is nominated by the entire Board, the members of the Audit Committee may appoint the Chairman of the Audit Committee by majority vote of all members of the Audit Committee.

III. DUTIES AND RESPONSIBILITIES

1. The Audit Committee is responsible for the following:

    a) to review the audited annual consolidated financial statements and to recommend them to the Board for approval;

    b) to review with the Corporation's financial operations management and external auditors the financial statements, management's discussion & analysis, press releases and any other documents relating to the financial results before they are filed with regulatory agencies and reported;

    c) to review any document that contains the audited annual consolidated financial statements or includes them by reference, such as prospectuses, press releases announcing financial results and interim results before they are reported; and

    d) to amend or add to the Corporation's security policies from time to time. The Audit Committee reports to the Board annually on the relevance of the instructions in effect for management of the Corporation's security programs.

2. In fulfilling its mandate, the Audit Committee is required:

a) to see to the implementation of internal control measures and processes enabling the Chief Executive Officer and Chief Financial Officer to certify the financial statements and any other information document required under securities legislation;

b) to recommend external auditors to the Board, to evaluate their independence and effectiveness, and to approve the external auditors fees and any other remuneration paid to the external auditors;

c) to oversee relations between management and the external auditors, including the review of any letter of recommendation or any other external auditor's report, to discuss any significant difference of opinion or disagreement between management and the external auditors regarding financial reporting and to see that they are resolved;

d) to review annually all significant relations between the Corporation and the external auditors in order to evaluate the external auditors' independence and discuss this with them, and to report to the Board;

e) to review the performance of the external auditors and to approve any proposal for replacement when circumstances so warrant. To examine, with management, the reasons for retaining the services of other firms;

f) to meet periodically with the external auditors, without management in attendance, to discuss the main risks, internal controls and any approach undertaken by management to control these risks, and to discuss the accuracy and completeness of the financial statements. Specific attention should be paid to the capability of internal controls to detect any payment, transaction or method that may be deemed illegal or otherwise inappropriate;

g) to see to the availability of the external auditors in accordance with the needs of the Audit Committee and the Board. To ensure that the external auditors report directly to the Audit Committee and that they answer to the Board and the Audit Committee as auditor representatives towards whom the auditors are ultimately responsible;

h) to oversee the work of the external auditors retained for the preparation and issuance of an auditor's report or for other audit, review or attest services;

i) to review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Corporation;

j) to review the external audit program and fees;

k) to review the external auditor's report on the audited annual financial statements;

l) to review the problems identified during the audit and, if applicable, the limitations and restrictions imposed by management or any significant accounting issue for which management requests a second opinion;

m) to review the observations, both positive and negative, made by the external auditors during their audit;

n) to review with management and the external auditors the Corporation's main accounting policies, the impact of other applicable accounting policies, and the forecasts and decisions of management that may have a significant impact on the financial results;

o) to review new accounting issues and their potential impact on the financial information of the Corporation;

p) to review and approve any request for consultation with external auditors and to be informed of any request from management for non-audit services and the fees related thereto;

q) to review with management, the external auditors and legal counsel any legal proceedings or claim, including tax assessments, that could have a significant impact on the Corporation's financial position and operating results, and to ensure that they are disclosed in an appropriate manner;

r) to review the conclusions of the external auditor's evaluation of the internal control system as well as management's response;

s) to review with management the manner of ensuring and verifying the security of the Corporation's assets (including intellectual property) and information systems, the competence of the personnel holding key positions, and improvement projects;

t) to review management's code of conduct and compliance with corporate governance policies;

u) to review annually the legal requirements, the requirements of regulatory authorities, and the impact of any breach of these requirements on the financial information reported and on the Corporation's reputation;

v) to receive periodic reports on the nature and scope of compliance with security policies. The Board must be informed of any non-compliance having significant consequences, and of the corrective measures and schedule proposed for remedying it;

w) to see that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from its financial statements and must periodically assess the adequacy of those procedures;

x) to review with management the accuracy and timeliness of the filings with regulatory authorities;

y) to review the Corporation's business plans periodically;

z) to review the annual audit program of the Corporation's external auditors;

aa) to review annually the Corporation's general insurance coverage to ensure sufficient protection of the Corporation's assets, including without limitation, directors and officers liability insurance and coverage of key personnel;

bb) to carry out any other task required by the Corporation's articles and any relevant securities policy or regulation; and

cc) to establish procedures for:

  (i) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and

  (ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

3. The Audit Committee may engage independent counsels and other advisors as it determines necessary to carry out its duties, set and pay the compensation for these advisors and communicate directly with the internal and external auditors.

4. The Audit Committee reviews the Charter of the Audit Committee annually and recommends any amendment it deems appropriate to the Board.

IV. SECRETARY

The Secretary of the Audit Committee is nominated by the Chairman of the Audit Committee.

V. MEETINGS

1. The Audit Committee meets on the dates, at the times and in the places determined by the Audit Committee, at least four times a year. The Audit Committee meets with management and the external auditors separately at least once a year.

2. The members of the Audit Committee may meet in person, by telephone or by videoconference.

3. A written resolution signed by all members of the Audit Committee has the same value as one adopted at a meeting of the Audit Committee.

4. Meetings of the Audit Committee will be held from time to time, as decided by the Audit Committee or the Audit Committee Chairman, upon 48 hours' notice to all Audit Committee members. A quorum of Audit Committee members may waive the notice period.

5. A meeting of the Audit Committee may be called by any member of the Audit Committee or by the external auditors. The external auditors receive notice of all meetings of the Audit Committee.

6. The minutes of each Audit Committee meeting are tabled at the first meeting of the Board following such Audit Committee meeting.

VI. QUORUM

A majority of members of the Audit Committee constitutes quorum at any Audit Committee meeting.

VII. DEFINITIONS

"Financially literate" means an individual who has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

"Control person" means any person that holds or is one of a combination of persons that holds a sufficient number of any of the securities of the Corporation so as to affect materially the control of the Corporation, or that holds more than 20% of the outstanding voting shares of the Corporation except where there is evidence showing that the holder of those securities does not materially affect the control of the Corporation.

SCHEDULE “B”

A UNITS AND C UNITS SUBSCRIPTION AND RENUNCIATION AGREEMENT

THIS AGREEMENT dated for reference *, 2009.

BETWEEN:

THE PERSONS LISTED AS PURCHASERS IN APPENDIX I TO THIS AGREEMENT

(the “Purchaser”);

AND

Nemaska Exploration inc.

(the “Issuer”).

WHEREAS each of the Purchasers has agreed to purchase, and the Issuer has agreed to sell, the number of A Units comprised of 1,250 Flow-Through Shares, 400 Common Shares and 825 Warrants or the C Units comprised of 3,500 Flow-Through Shares and 1,750 Warrants (as those terms are defined in the Prospectus of the Issuer dated December 18, 2009 (the “**Offering Document**”)) set forth across from the Purchaser’s name on Appendix I to this Agreement;

NOW THEREFORE, upon payment for the A Units or the C Units by the Purchasers, and execution of this agreement by CTI Capital Securities Inc., as agent for the Purchasers or any authorized person for the purchase of the C Units (the “Authorized Person”) by CTI Capital Securities Inc. and by the Issuer, the Purchasers, the Authorized Person and the Issuer hereby irrevocably agree to be bound by the terms and conditions set forth in Appendix II to this Agreement with respect to the A Units and C Units.

EXECUTED by CTI Capital Securities Inc., as mandatary (the “**Mandatary**”) for the Purchasers or any Authorized Person, this * day of December, 2009

CTI CAPITAL SECURITIES INC.

By:______________________________
Authorized Signatory

or

AUTHORIZED PERSON

By:______________________________
Authorized Signatory

EXECUTED by the Issuer this * day of *, 2009.

NEMASKA EXPLORATION INC.

BY:______________________________
Guy Bourassa
President, Chief Executive Officer and Secretary

APPENDIX I

TO A UNITS AND C UNITS SUBSCRIPTION AND RENUNCIATION AGREEMENT

Name of Purchaser	Address and Telephone Number of Purchaser	Number of A Units Purchased	Number of C Units Purchased	Social Insurance Number (If Purchaser is an Individual)

AUTHORIZED SIGNATORY APPENDIX II
TO THE A UNITS AND C UNITS
SUBSCRIPTION AND RENUNCIATION AGREEMENT

TERMS AND CONDITIONS GOVERNING
A UNITS AND C UNITS

WHEREAS the Issuer and the Purchaser agree that the Flow-Through Shares comprised in the Purchased Securities (as hereinafter defined) will be “flow-through shares” as defined in subsection 66(15) of the Income Tax Act (Canada) and, accordingly, the Issuer agrees to:

- incur Qualifying Expenses (as hereinafter defined) in an amount equal to the Commitment Amount (as hereinafter defined) during the period from and after the Closing Date to and including December 31, 2010; and

- renounce Qualifying Expenses equal to the Commitment Amount to the undersigned with an effective date no later than December 31, 2009.

1. PURCHASER ACTING AS MANDATARY OF DISCLOSED PURCHASERS FOR THE PURCHASE OF A UNITS

1.1 The Purchaser represents, warrants, covenants, certifies, acknowledges and declares to the Issuer (and acknowledges that the Issuer is relying thereon) that:

(a) The Purchaser is the duly authorized mandatary (the "Mandatary") for those persons listed on Appendix I attached hereto (each a "Disclosed Purchaser") and hereby irrevocably subscribes on behalf of the Disclosed Purchasers for the aggregate number of A Units comprised of 1,250 Flow-Through Shares, 400 Common Shares and 825 Warrants and at the aggregate purchase price indicated in Appendix I, upon the terms and conditions set forth in this Appendix;

(b) The Mandatary has been authorized to enter into this Agreement (as hereinafter defined) on behalf of the Disclosed Purchasers and to make the representations, warranties and statements contained herein on their behalf;

(c) Hereinafter, all references to “Purchaser” in this Appendix shall be rightly understood to be a reference not only to the Purchaser, but to each Disclosed Purchaser and all representations, warranties, covenants and acknowledgements hereinafter made by the Purchaser as stated in this Appendix shall be rightly understood to be made not only by the Purchaser, but also by each Disclosed Purchaser through the Purchaser acting as Mandatary on behalf of each Disclosed Purchaser; and

(d) Each Disclosed Purchaser has received a copy of the Prospectus (as hereinafter defined) and has tendered payment of their respective purchase price to the Mandatary in order that it may deliver a certified cheque or bank draft payable to the Issuer in respect thereof.

2. DEFINITIONS

2.1 In this Appendix, the following words have the following meanings unless otherwise indicated:

(a) “Agent” means CTI Capital Securities Inc. or one of their subagents;

(b) “Agreement” means the agreement between the Issuer and the Purchaser dated for reference ________________, 2009 pursuant to which they irrevocably agreed to be bound by the terms and conditions set forth in this Appendix and, for greater certainty, includes this Appendix;

(c) “Appendix” means this Appendix II;

(d) “Business Day” means a day on which Canadian chartered banks are open for the transaction of regular business in the cities of Toronto, Ontario;

(e) “Canadian Exploration Expense” or “CEE” means an expense incurred in 2009 of the nature referred to in paragraphs (f) or (g) of the definition of Canadian exploration expense in subsection 66.1(6) of the Tax Act or incurred in 2010 of the nature referred to in paragraph (f) of the definition of Canadian exploration expense in subsection 66.1(6) of the Tax Act, other than amounts which are prescribed to be “Canadian exploration and development overhead expense” for the purposes of the Tax Act or the cost of acquiring or obtaining the use of seismic data described in paragraph 66(12.6)(b.l) of the Tax Act or any expenses for prepaid services or rent that do not qualify as outlays and expenses for the period as described in the definition of the term “expense” in paragraph 66(15) of the Tax Act or any assistance received by the Issuer of the type described in paragraph 66(12.6)(a) of the Tax Act;

(f) “Closing Date” means December 31, 2009;

(g) “Commitment Amount” means the amount paid by the Purchaser for the Flow-Through Shares comprised in the A Units or C Units;

(h) “Common Shares” means the common shares of the Issuer as constituted on the date hereof;

(i) “CRA” means the Canada Revenue Agency;

(j) “Exploration Account” has the meaning set out in the provisions under Section 3;

(k) “Exploration Program” has the meaning set forth in Section 9.11;

(l) “Flow-Through Funds” means $0.64 per Flow-Through Share;

(m) “Flow-Through Shares” means the previously unissued Common Shares of the Issuer that constitute “flow-through shares” as defined in subsection 66(15) of the Tax Act comprised in the A Units or C Units;

(n) “Offered Securities” means a maximum of 4,000 A Units comprised of 1,250 Common Shares which are Flow-Through Shares, 400 Common Shares and 825 Warrants offered for sale by the Agent and a maximum of 649 C Units comprised of 3,500 Flow-Through Shares and 1,750 Warrants;

(o) “Person” means an individual, a firm, a Issuer, a syndicate, a partnership, a trust, an association, an unincorporated organization, a joint venture, an investment club, a government or an agency or political subdivision thereof and every other form of legal or business entity of whatsoever nature or kind;

(p) “Prescribed Forms” means the forms prescribed from time to time under subsection 66(12.7) of the Tax Act and under the applicable provision of the Taxation Act (Québec) as described in Section 2.2 hereof filed or to be filed by the Issuer within the prescribed times renouncing to the Purchaser the Qualifying Expenses incurred pursuant to this Agreement and all parts or copies of such forms required by the CRA and under the Taxation Act (Québec) as described in Section 2.2 hereof to be delivered to the Purchaser;

(q) “Prescribed Relationship” means a relationship between the Issuer and the Purchaser where the Purchaser and the Issuer are related or otherwise do not deal at arm’s length for purposes of the Tax Act;

(r) “Purchased Securities” means the Offered Securities purchased by the Purchaser;

(s) “Purchaser” has the meaning set forth in the recitals above and as the case may be, means the Authorized Person;

(t) “Prospectus” means the prospectus of the Issuer dated December 18, 2009;

(u) "Qualifying Expense" means an expense which is CEE which is incurred on or after the Closing Date and on or before the Termination Date which may be renounced by the Issuer pursuant to subsections 66(12.6) or (12.66) of the Tax Act with an effective date not later than December 31, 2009 and in respect of which, but for the renunciation, the Issuer would be entitled to a deduction from income for income tax purposes;

(v) "Tax Act" means the Income Tax Act (Canada) and the regulations thereunder, as amended, re enacted or replaced from time to time and any proposed amendments thereto announced publicly from time to time;

(w) "Termination Date" means December 31, 2010; and

2.2 Any reference to a word or term defined in the Tax Act or regulations thereunder shall include, for purposes of Québec income taxation, a reference to the equivalent word or term, if any, defined in the Taxation Act (Québec) or regulations thereunder as such act may be amended, re-enacted or replaced from time to time and any proposed amendments thereto announced publicly from time to time. Any reference to the Tax Act or regulations thereunder or a provision thereof shall include, for purposes of Québec income taxation, a reference to the Taxation Act (Québec) or regulations thereunder or the equivalent provision thereof as such act may be amended, re-enacted or replaced from time to time and any proposed amendments thereto announced publicly from time to time. Any reference to a filing or similar requirement imposed under the Tax Act or regulations thereunder shall include, for purposes of Québec income taxation, a reference to the equivalent filing or similar requirement, where applicable, under the Taxation Act (Québec) or regulations thereunder as the Tax Act may be amended, re-enacted or replaced from time to time and any proposed amendments thereto announced publicly from time to time; provided that, if no filing or similar requirement is provided under the Taxation Act (Québec) or regulations thereunder, a copy of any material filed under the Tax Act or regulations thereunder shall be filed with the Ministère du Revenu du Québec.

3. FLOW-THROUGH SHARES

Following receipt by the Issuer of the Commitment Amount from the Purchaser and on acceptance of this Agreement by the Issuer, the Issuer will:

(a) deposit the Commitment Amount in a bank account (the "Exploration Account") established by the Issuer for the purpose of financing the Exploration Program; and

(b) issue to the Purchaser the number of Flow-Through Shares, the Common Shares and the Warrants comprised in the A Units or the C Units subscribed and paid for by the Purchaser.

4. ADDITIONAL PURCHASERS TO PARTICIPATE IN THE PROGRAM

The Purchaser acknowledges that the Issuer has entered into and will be entering into agreements similar to the Agreement with other persons in respect of Flow-Through Shares. Such agreements will be made and be dated for reference the same date as the Agreement. Any Flow-Through Funds paid to the Issuer pursuant to the terms of such agreements will also be deposited in the Exploration Account. If the Issuer, however, sells rights to acquire, or issues, "flow-through" common shares pursuant to private placements or pursuant to other public offerings, any subscription funds received from such private placements or public offerings will be deposited into a bank account separate from the Exploration Account and will not be commingled with the funds deposited in the Exploration Account, it being the intention of the Issuer that a separate Purchaser's Exploration Account be established for each such private placement or public offering. The Issuer will expend each Purchaser's Exploration Account in the order of:

(a) the reference date of any private placement "flow-through" subscription agreements entered into for such private placements; and

(b) the date of closing of such public offerings, such that the subscription funds from the oldest "flow-through" financing will always be spent first and renunciation made in respect of such expenditures before any renunciations are made in respect of any Qualifying Expenses that are financed from subsequent "flow-through" financings.

5. APPLICATION OF EXPLORATION ACCOUNT

Subject to the Issuer's right to revise the Exploration Program as provided in Section 12, the Issuer will apply the Commitment Amount deposited in the Exploration Account exclusively for the purpose of performing the Exploration Program and the Issuer will only apply such funds to incur expenditures which are Qualifying Expenses.

6. ACCRUED INTEREST ON EXPLORATION ACCOUNT

The Purchaser acknowledges that any interest accruing on Commitment Amount in the Exploration Account will accrue to the sole benefit of the Issuer and may be applied by the Issuer for general corporate purposes.

7. REPRESENTATIONS AND WARRANTIES OF THE ISSUER

The Issuer hereby represents and warrants to the Purchaser as follows and acknowledges and confirms that the Purchaser is relying upon each of such representations and warranties in entering into this Agreement and completing the transactions contemplated herein:

7.1 Flow-Through Shares: Except as a result of any agreement, arrangement, undertaking, obligation or understanding to which the Issuer is not a party and of which it has no knowledge, upon issue, the Flow-Through Shares comprised in the A Units and the C Units will be "flow-through shares" as defined in subsection 66(15) of the Tax Act and are not and will not be prescribed shares within the meaning of section 6202.1 of the regulations to the Tax Act. The Issuer does not have and will not have prior to the Termination Date a Prescribed Relationship with the Purchaser and, if the Purchaser is a partnership, any partner or limited partner of the partnership.

7.2 Principal Business Corporation: The Issuer is a "principal business corporation" as defined in subsection 66(15) of the Tax Act.

7.3 Commitment Amount: The Issuer has no reason to believe that it will be unable to incur, on or after the Closing Date and on or before the Termination Date or that it will be unable to renounce to the Purchaser effective on or before December 31, 2009, Qualifying Expenses in an aggregate amount equal to the Commitment Amount and the Issuer has no reason to expect any reduction of such amount by virtue of subsection 66(12.73) of the Tax Act.

8. REPRESENTATIONS AND WARRANTIES OF THE PURCHASER

The Purchaser hereby represents and warrants to the Issuer and acknowledges and confirms that the Issuer is relying upon such representations and warranties in entering into this Agreement and completing the transactions contemplated herein:

8.1 Prescribed Relationship: That the Purchaser, and if the Purchaser is a partnership, any partner or limited partner of the partnership, does not have and will not have prior to the Termination Date a Prescribed Relationship with the Issuer.

8.2 Non U.S. Person: The Purchaser did not receive the offer to purchase the Purchased Securities in the United States, was not in the United States at the time this Agreement was executed by it or on its behalf, and is not, and is not purchasing the Purchased Securities for the account or benefit of, a U.S. Person, as defined in Regulation S under the United States Securities Act of 1933, as amended.

9. COVENANTS OF THE ISSUER

The Issuer hereby covenants and agrees with the Purchaser as follows:

9.1 Filing Selling Instruments: The Issuer shall file with the CRA and, if applicable, with the appropriate authorities in the Province of Québec within the time prescribed by subsection 66(12.68) of the Tax Act and the applicable provisions of the Taxation Act (Québec) the forms prescribed for the purposes of such legislation together with a copy of this Agreement and any "selling instrument" contemplated by such legislation.

9.2 Principal Business Issuer: The Issuer shall maintain its status as a “principal business Issuer” as defined in subsection 66(15) of the Tax Act until such time as all of the Qualifying Expenses required to be renounced under this Agreement have been incurred and validly renounced pursuant to the Tax Act.

9.3 Performance of Acts: The Issuer shall perform and carry out all of the acts and things to be completed by it as provided in this Agreement.

9.4 Incurring and Renouncing of CEE: The Issuer hereby agrees to incur Qualifying Expenses in an amount equal to the Commitment Amount on or before the Termination Date in accordance with this Agreement and agrees to renounce to the Purchaser Qualifying Expenses in an amount equal to the Commitment Amount with an effective date no later than December 31, 2009, pursuant to subsection 66(12.6) of the Tax Act, and, in respect of Qualifying Expenses incurred by the Issuer in 2010, pursuant to subsection 66(12.66) of the Tax Act.

9.5 Renunciation: The Issuer shall deliver to the Purchaser, within the time prescribed by the Tax Act, the relevant Prescribed Forms, fully completed and executed, renouncing to the Purchaser Qualifying Expenses in an amount equal to the Commitment Amount with an effective date of no later than December 31, 2009, and shall timely file such Prescribed Forms with the relevant taxation authorities.

9.6 Priority: The Issuer shall incur and renounce Qualifying Expenses pursuant to this Agreement and all other agreements with other Persons providing for the issue of Offered Securities entered into by the Issuer on the Closing Date (collectively the “Other Agreements”) pro rata by number of Offered Securities issued or to be issued pursuant thereto before incurring and renouncing Qualifying Expenses pursuant to any other agreement which the Issuer has entered into or shall enter into with any Person with respect to the issue of Flow-Through Shares comprised in the A Units and C Units. The Issuer shall not, without the prior written consent of the Agent (such consent not to be unreasonably withheld) enter into any other agreement which would prevent or restrict its ability to renounce Qualifying Expenses to the Purchaser in the amount of the Commitment Amount. If the Issuer is required under the Tax Act to reduce Qualifying Expenses previously renounced to the Purchaser, the reduction shall be made pro rata by number of Offered Securities issued or to be issued pursuant to this Agreement to the reduction made under the Other Agreements but the Issuer shall not reduce Qualifying Expenses renounced to the Purchaser under this Agreement until it has first reduced to the extent possible all CEE renounced to Persons other than the Purchaser and the Purchasers under the Other Agreements.

9.7 Qualifying Expenses: The Qualifying Expenses to be renounced by the Issuer to the Purchaser:

(a) will constitute CEE on the effective date of the renunciation;

(b) will not include expenses that are (1) “Canadian exploration and development overhead expenses” (as defined in the Regulations to the Tax Act for purposes of paragraph 66(12.6)(b) of the Tax Act) of the Issuer, (2) amounts which constitute specified expenses for seismic data described in paragraph 66(12.6)(b.1) of the Tax Act, (3) any expenses for prepaid services or rent that do not qualify as outlays and expenses for the period as described in the definition of “expense” in subsection 66(15) of the Tax Act, or (4) any assistance received by the Issuer of the type described in paragraph 66(12.6)(a) of the Tax Act;

(c) will not include any amount that has previously been renounced by the Issuer to the Purchaser or to any other Person;

(d) would be deductible by the Issuer in computing its income for the purposes of Part I of the Tax Act but for the renunciation to the Purchaser; and

(e) will not be subject to any reduction under subsection 66(12.73) of the Tax Act.

9.8 Avoidance of Transactions Requiring a Reduction in Qualifying Expenses: The Issuer shall refrain from entering into transactions or taking deductions which would be likely to reduce its cumulative CEE to an extent that would preclude a renunciation of Qualifying Expenses under the Agreement in an amount equal to the Commitment Amount.

9.9 Valid Renunciation: The Issuer shall not be subject to the provisions of subsection 66(12.67) of the Tax Act in a manner which impairs its ability to renounce Qualifying Expense to the Purchaser in an amount equal to the Commitment Amount.

9.10 Applications for Prescribed Grants: If the Issuer receives, or becomes entitled to receive, any government assistance which is described in paragraph (a) of the definition of "excluded obligation" in subsection 6202.1(5) of the regulations made under the Tax Act and the receipt or entitlement to receive such government assistance has or will have the effect of reducing the amount of CEE validly renounced to the Purchaser hereunder to less than the Commitment Amount, the Issuer shall incur additional CEE so that it may renounce Resource Expenses in an amount not less than the Commitment Amount to the Purchaser.

9.11 Use of Commitment Amount: The Issuer shall use the Commitment Amount for an exploration program on certain interests in mineral resource properties situated in Canada for the purpose of determining the existence, location, extent and quality of the mineral resources located thereon (the "Exploration Program").

10. COVENANTS OF THE PURCHASER

The Purchaser hereby covenants and agrees with the Issuer that the Purchaser will not enter into any agreement or arrangement with any person or partnership (other than the Issuer) which will cause the Purchased Securities to be "prescribed shares" for the purposes of section 6202.1 of the regulations to the Tax Act.

11. NO DISSEMINATION OF CONFIDENTIAL INFORMATION

The Issuer will be entitled to hold confidential all exploration information relating to any program on which any portion of the Commitment Amount is expended pursuant to this Agreement and it will not be obligated to make such information available to the Purchaser except in the manner and at such time as it makes any such information available to its shareholders or to the public pursuant to the rules and policies of any stock exchange or laws, regulations or policies of any province.

12. REVISION OF EXPLORATION PROGRAM

While it is the present intention of the Issuer to undertake the Exploration Program, it is the nature of mining exploration that data and information acquired during the conduct of an exploration program may alter the initially proposed Exploration Program and the Issuer expressly reserves the right to alter the Exploration Program on the advice of its technical staff or consultants and further reserves the right to substitute other exploration programs on which to expend part of the Commitment Amount, provided such programs entail the incurrence of Qualifying Expenses and are otherwise capable of renunciation by the Issuer to the Purchaser pursuant to this Agreement.

13. INDEMNITY BY ISSUER

13.1 Failure to Renounce: If the Issuer does not renounce to the Purchaser, effective on or before December 31, 2009, Qualifying Expenses equal to the Commitment Amount incurred before the Termination Date, the Issuer shall indemnify and hold harmless the Purchaser and each of the partners thereof if the Purchaser is a partnership or a limited partnership (for the purposes of this paragraph each an "Indemnified Person") as to, and pay in settlement thereof to the Indemnified Person on or before the twentieth Business Day following the Termination Date an amount equal to the amount of any tax payable (within the meaning of subsection 6202.1(5) of the regulations to the Tax Act) under the Tax Act (and under any corresponding provincial legislation) by any Indemnified Person as a consequence of such failure. In the event that the CRA (or any similar provincial tax authority) reduces the amount renounced by the Issuer to the Purchaser pursuant to subsection 66(12.73) of the Tax Act (or any corresponding provincial legislation), the Issuer shall indemnify and hold harmless each Indemnified Person as to, and pay in settlement thereof to the Indemnified Person an amount equal to the amount of any tax payable (within the meaning of "excluded obligation" in subsection 6202.1(5) of the regulations to the Tax Act) under the Tax Act (and under any corresponding provincial legislation) by the Indemnified Person as a consequence of such reduction, provided that nothing in this paragraph shall derogate from any rights or remedies the Purchaser (and each of the partners thereof if the Purchaser is a partnership) may have at common law with respect to liabilities other than those payable under the Tax Act and any corresponding provincial legislation.

13.2 Indemnities Held in Trust: To the extent that any Person entitled to be indemnified hereunder is not a party to this Agreement, the Purchaser shall obtain and hold the rights and benefits of this Agreement in trust for, and on behalf of, such Person and such Person shall be entitled to enforce the provisions of this section notwithstanding that such Person is not a party to this Agreement.

14. OTHER FLOW-THROUGH SHARE SALES

The Purchaser acknowledges that there may be other sales of Flow-Through Shares, some or all of which may occur after the acquisition of Flow-Through Shares by the Purchaser. The Purchaser further acknowledges that there is a risk that insufficient funds may be raised from the sale of Flow-Through Shares to fund the Issuer's objectives described in the Prospectus, if any, and that it is possible that no Flow-Through Shares may be purchased after the Purchaser has done so.

15. ISSUER'S ACCEPTANCE

This Agreement, when executed by the Purchaser and delivered to the Issuer, will constitute a subscription for Flow-Through Shares comprised in the A Units and C Units which will not be binding on the Issuer until accepted by the Issuer by executing this Agreement in the space provided on the first page of the Agreement and, notwithstanding the reference date on that page, if the Issuer accepts the subscription by the Purchaser, the Agreement will be entered into on the date of such execution by the Issuer.

16. MISCELLANEOUS

16.1 The Purchaser hereby irrevocably authorizes the Agent, in their sole discretion:

(a) to act as the Purchaser's representative to receive certificates for Flow-Through Shares, Common Shares and Warrants comprised in A Units and C Units subscribed for and to execute in his, her or its name and on his, her or its behalf all closing receipts and documents required; and

(b) to waive, in whole or in part, any representations, warranties, covenants or conditions for the benefit of the Purchaser contained herein or in any agreement or document ancillary or related thereto.

16.2 The Agreement is not assignable or transferable by either of the parties hereto without the express written consent of the other party hereto.

16.3 Time is of the essence of this Appendix and will be calculated in accordance with the provisions of the Interpretation Act (Ontario).

16.4 Except as expressly provided in this Appendix and in the Prospectus, agreements, instruments and other documents contemplated or provided for herein, the Agreement contains the entire agreement between the parties with respect to A Units and C Units and there are no other terms, conditions, representations or warranties whether expressed, implied, oral or written, by statute, by common law, by the Issuer, by the Agent, or by anyone else.

16.5 The parties to the Agreement may amend the Agreement only in writing.

16.6 The Agreement enures to the benefit of and is binding upon the parties to the Agreement and their successors and permitted assigns.

16.7 A party to the Agreement will give all notices to or other written communications with the other party to the Agreement concerning the Agreement by hand or by registered mail addressed to such party, in the case of the Issuer to the address given on the Prospectus and in the case of the Purchaser, c/o the Agent at the address given on the Prospectus.

16.8 This Appendix is to be read with all changes in gender or number as required by the context.

16.9 The Agreement will be governed by and construed in accordance with the laws of Québec, and the parties hereto irrevocably attorn and submit to the jurisdiction of the courts of Québec with respect to any dispute related to the Agreement.

END OF APPENDIX II