

**TECHNICAL REPORT**  
**on the**  
**EAGLE LAKE PROPERTY**  
**BUCHAN BAY AREA**  
**KENORA MINING DIVISION**  
**ONTARIO**  
**NTS 52F/11**  
**for**

**Crestwell Resources Inc.**  
**750 West Pender Street - Suite 804**  
**Vancouver, BC**  
**V6C 2T7**

**by**  
**David S. Hunt, P. Geo.**  
**Clark Geological Consulting**  
**1000 Alloy Drive, Thunder Bay, ON, P7B 6A5**  
**March 27, 2012,**  
**As amended June 1, 2012**

## TABLE OF CONTENTS

Summary .....	page 2
Introduction .....	5
Reliance on Other Experts.....	5
Property Description and Location.....	6
Accessibility, Climate, Local Resources, Infrastructure and Physiography.....	9
History .....	10
Geological Setting and Mineralization.....	12
Deposit Types.....	16
Exploration .....	16
Drilling .....	18
Sample Preparation, Analyses and Security .....	18
Data Verification .....	18
Mineral Processing and Metallurgical Testing.....	18
Mineral Resource Estimates .....	18
Adjacent Properties .....	18
Other Relevant Data and Information .....	19
Interpretation and Conclusions.....	19
Recommendations .....	19
References .....	22
Date and Signature Page.....	25

## TABLES

Table 1: Eagle Lake Property, Status of Staked Claims.....	page 9
Table 2: Eagle Lake Property, Raleigh Resources Drilling, 1982 - 1985, Significant Results ...	12
Table 3: Eagle Lake Property, Proposed Budget.....	20

## ILLUSTRATIONS

Figure 1: Eagle Lake Property, Location Map .....	page 6
Figure 2: Eagle Lake Property, Claim Map.....	8
Figure 3: Eagle Lake Property, Regional Geology (after MNDM Map 2115, 1967).....	13
Figure 4: Eagle Lake Property, Geology and Significant Mineralization (after MNDM Map 43d) .....	14
Figure 5: Eagle Lake Property, Preliminary Total Field Airborne Magnetics showing location of Significant Mineral Occurrences .....	17
Figure 6: Eagle Lake Property, General Geology showing Area of Proposed Work.....	21

## Summary

The Eagle Lake property consists of 11 staked mining claims (150 units). The claim group is situated in the Buchan Bay Area, Kenora Mining Division, Ontario. The total area of the property is 2,413 hectares. The property lies within NTS 52F/11NE.

The claims are currently held by Crestwell Resources Inc. They are on extension and are in good standing until August 30, 2012. Subsequently, assessment work in the amount of \$60,000 will be required to maintain the claims in good standing until November 30, 2012.

Crestwell Resources Inc. (Crestwell) purchased the claims from Quetico Resources Limited (Quetico) in return for a \$20,000 cash payment and an issuance of 200,000 common shares to Quetico (Crestwell Resources Inc., 2012). Crestwell also granted Quetico a 1% net smelter return royalty in relation to the claims, with a provision that, if Quetico elects to sell the NSR, then Crestwell will have the first right of refusal to acquire the NSR for the amount of \$500,000 for each half percent (0.5%). In addition, Crestwell will be subject to an underlying net smelter royalty (NSR) on the claims payable to M. Stares, the staker of the claims (Schedule "B" of the agreement), with a provision that, if Stares elects to sell the NSR, then Crestwell will have first right of refusal to purchase half the NSR (0.5%) for a cash sum of \$500,000.

The Eagle Lake Property is situated in Northwestern Ontario, approximately 27 km west-southwest of the city of Dryden, which is 345 km northwest of the City of Thunder Bay via Highway 17.

From Dryden, the property can be reached via Highways 504 and 502 south and west for 16 km, then west along Coventry Road (a gravel forest access road) for approximately 30 km to a northward flowing creek, which provides boat access to Fornieri Bay of Eagle Lake (Clark, 2010). Access can also be made via float or ski plane from Dryden.

The property is characterized by low, gently rolling topography, with small wetland areas surrounded by low upland slopes. Elevations generally range from just under 370m to 380m, with rare elevations up to 390m. Tree cover consists of spruce, jack pine, poplar, birch and local white and red pine on elevated topography, and spruce, alder and cedar in swampy lowlands.

The area exhibits a northern boreal climate, with short, warm summers and cold winters with moderate snowfall. Freezing temperatures can be expected from late October through mid-May. Exploration activities would be able to be carried out year-round using water access in summer and aircraft year-round. Lake ice might be used for transport of light equipment during winter months, however climate variability in recent years has made the creation of ice roads capable of transporting heavy loads less reliable. Advanced exploration and mining activities would require construction of an access road extending approximately 10 km from the south.

The area is serviced by Trans-Canada Highway 17 extending east to Thunder Bay and beyond, and west to Kenora, Winnipeg and points west. Rail transportation is available via the Canadian Pacific Railway main line that passes through Dryden. The Dryden airport has scheduled commercial flights to Thunder Bay and other regional centers. Thunder Bay International Airport hosts numerous commercial flights daily. Eagle Lake and other small lakes on the property could provide sources of water. Electrical transmission and natural gas lines lie along the Highway 17 corridor, approximately 16 km to the north, across Eagle Lake.

Surface rights on the property are held by the Crown. Islands in Eagle Lake have been withdrawn from exploration in preparation to be regulated as provincial parks or conservation reserves. It is possible that certain mineral industry activities could be restricted in areas adjacent to these islands, should they proceed to park or reserve status.

It is not known whether Crestwell Resources Inc. or previous holders of the claims making up the present Eagle Lake property have carried out First Nations consultation exercises. While such consultations are not required at this time it is recommended that they be initiated at an early opportunity in order to lessen the risks of conflict or property access in future. Regulations of Ontario's new Mining Act, expected to be instituted by summer 2012, will require proof of First Nations consultation as part of the exploration planning and permitting approval process.

To the author's knowledge there are no other current restrictions on surface rights that would limit or preclude exploration or mining activities on the property.

Several old test pits are reported to have been excavated on the western and eastern parts of the property. It is recommended that these historic excavations be evaluated as potential hazards and properly protected as necessary. The author is not aware of any other current environmental liabilities to which the property is subject.

Permits are not required to conduct exploration work on the claims at the time of writing this report. New regulations requiring exploration plans, permits, and First Nations consultation, are expected to be introduced by the Ontario government in early summer of this year as part of its new Mining Act.

To the author's knowledge there are no other significant factors and risks that might affect access, title or the right or ability to perform work on the property at the time of writing this report.

Gold exploration in the Dryden area began in the 1880s and by 1900 prospecting had expanded to cover the southern part of the Eagle Lake area, the location of the property, at which time the first pits were blasted on the Manhattan occurrence .

Gold mineralization in the Fornieri Bay area was explored sporadically in the 1930s and 1940s, and geophysical surveys and shallow drilling were carried out in the 1970s. More geophysical work, trenching and drilling was done in the 1980s, encouraged by the discovery moderate but widespread gold values.

Airborne geophysical surveys and a gold-in-humus geochemical sampling program were also carried out over most of property during the 1980s. No exploration has been reported between 1990 and the present.

An airborne fixed-wing magnetics survey was carried out over the Eagle Lake property during February and March, 2012 by Mineral Mountain Resources Ltd., a company associated with the present claim holder. The survey was conducted by Aeroquest Limited, of Mississauga, Ontario. Preliminary total field magnetic data was available at the time of writing of this report (see Figure 5, below).

The Eagle Lake property lies within the Wabigoon Subprovince of the Superior Province. The property itself is underlain mainly by east-northeasterly striking felsic, intermediate and mafic volcanics of the Wabigoon assemblage. These units dip steeply to the north or are vertically

dipping, and pillows in the mafic volcanics underlying the south half of the property top to the north.

The Fornieri Bay showings, at the western end of the property, are situated within intermediate to felsic pyroclastics, consisting of crystal, ash and minor lapilli tuffaceous units mineralized with up to 5% pyrite and minor amounts of chalcopyrite and pyrrhotite. Host rocks are intensely sheared, sericitized and carbonatized. Quartz veins are lenticular and discontinuous, occupying tension fractures, and contain chlorite, iron carbonate and minor sulphides. Gold values reported from historic surface and drillhole testing were generally in the 2 to 5 g/t Au range, with occasional elevated spikes. Elevated gold values were reported to be variable along strike and dip, and appeared to vary mainly with sulphide content rather than the presence of veining.

The Manhattan occurrence in the eastern part of the property consists of auriferous quartz-iron carbonate-tourmaline veins and stringers within a porphyritic gabbro dyke within intensely sheared intermediate to felsic pyroclastics. Very little work has been done on this showing since its initial discovery.

Gold mineralization on and immediately adjacent to the Eagle Lake property is primarily shear-hosted in nature, with gold occupying thin shear zones and flow contacts. Competency contrast between differing rock types along contacts may contribute to gold concentration. Quartz veining appears to be not a major factor contributing to gold content. Gold mineralization may also be enhanced by chemical alteration and stratigraphic distortion due to the presence of a large felsic intrusion a short distance to the west.

To date, known gold mineralization in the Fornieri Bay area has been tested only to shallow depths by drilling (~150m). In addition, stratigraphy to the east along strike contains similar rock types, contacts and foliation features, as well as exhibiting signs of localized alteration. Testing along strike and at depth should be a main focus of follow-up exploration on the property.

The Hardrock Bay occurrences lie immediately south of the Fornieri Bay occurrences, within a series of patented claims. Gold values are associated with altered, mineralized mafic volcanics close to their contact with intermediate to felsic tuffs to the north. This mineralization contains gold values that appear to be marginally higher than those in the Fornieri Bay occurrence immediately to the north, and lie on strike with the mafic volcanic – felsic volcanic contact that strikes through the center of the property. Exploration of areas adjacent to this contact, as well as magnetically anomalous mafic volcanic flows, is justified.

In conclusion, widespread low to moderate grade gold mineralization is present in the western part of the Eagle Lake property, and on a contiguous adjacent property along strike to the west. This mineralization is associated with thin shear zones and contacts in both altered mafic volcanic and felsic pyroclastic rocks which strike across the property in an east-northeasterly direction. This mineralization has not been tested using contemporary mineral exploration techniques and little if any diamond drill testing below 150m has occurred. It can thus be concluded that the existing mineralization is open both to depth and along strike to the east.

It is recommended that an initial exploration program be concentrated at the western end of the property in order to evaluate and confirm historic gold mineralization in the Fornieri Bay area. The proposed program should consist of 25 km of linecutting on the western end of the property, geological mapping, prospecting, rehabilitation, mapping and sampling of old trenches and re-sampling of historic drill core, if feasible, and 850m of diamond drilling in three or four holes to