# TABLE OF CONTENTS

**SUMMARY** ............................................................................................................................ i

1.0 INTRODUCTION ..................................................................................................................... 1-1
  1.1. Authorization and Terms of Reference ............................................................................. 1-1
  1.2. Qualifications of MPH and Authors .............................................................................. 1-1
  1.3. Scope of Work and Sources of Information ................................................................. 1-2

2.0 RELIANCE ON OTHER EXPERTS ..................................................................................... 2-1

3.0 PROPERTY DESCRIPTION AND LOCATION ....................................................................... 3-1
  3.1. Mining Policy Ontario .................................................................................................... 3-1
  3.2. The Shunsby Property .................................................................................................. 3-2

4.0 ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE AND PHYSIOGRAPHY ......................................................................................................................... 4-1

5.0 HISTORY ................................................................................................................................. 5-1
  5.1. Early Work 1904 - 1954 .................................................................................................. 5-2
  5.2. Shunsby Gold Mines Ltd. and Syndicate 1955 - 1957 ..................................................... 5-3
  5.3. Nipiron Mines Ltd. Option 1960 - 1964 ......................................................................... 5-6
  5.4. F.R. Joubin Prospecting Syndicate 1965 - 1966 ............................................................. 5-6
  5.5. Consolidated Shunsby Mines Ltd. 1968 - 1973 .............................................................. 5-10
  5.6. Grandora Explorations Option 1974 - 1975 ................................................................. 5-14
  5.7. MW Resources Ltd. 1978 – 1989 .................................................................................. 5-17
  5.8. Kirkton Resources Corporation 1989 - 1992 ................................................................. 5-21

6.0 GEOLOGICAL SETTING ........................................................................................................ 6-1
  6.1. Regional Geology .......................................................................................................... 6-1
  6.2. Local Geology .............................................................................................................. 6-2
  6.3. Property Geology ........................................................................................................... 6-6
    6.3.1 Lithologies and Stratigraphy ..................................................................................... 6-7
    6.3.2 Structure .................................................................................................................. 6-12
  6.4. Main and South Zones Area Detailed Geology .............................................................. 6-14
    6.4.1 Lithologies and Stratigraphy ..................................................................................... 6-14
    6.4.2 Structure .................................................................................................................. 6-19

7.0 DEPOSIT TYPES ................................................................................................................... 7-1

8.0 MINERALIZATION .................................................................................................................. 8-1
  8.1. Alteration ......................................................................................................................... 8-2

9.0 EXPLORATION ....................................................................................................................... 9-1

10.0 DRILLING ............................................................................................................................ 10-1

11.0 SAMPLE PREPARATION, ANALYSIS AND SECURITY .................................................. 11-1

12.0 DATA VERIFICATION ........................................................................................................ 12-1

13.0 MINERAL PROCESSING AND METALLURGICAL TESTING ........................................ 13-1
Figure 5-6: Drill Plan 1978 - 1981 ................................................................. 5-20
Figure 5-7: Geophysical Compilation 1989 - 1991 ........................................ 5-22
Figure 5-8: Stripping Trenching Plan 1989 - 1991 ........................................... 5-25
Figure 5-9: Drill Plan and TDEM Grids 1992 - 1993 ........................................ 5-28
Figure 6-1: Regional Geology Map Swayze Area ......................................... 6-3
Figure 6-2: Local Geology Cunningham Township ......................................... 6-4
Figure 6-3: Shunsby Property Geology ......................................................... 6-9
Figure 7-1: Idealized VMS Deposit (after Gibson et al, 2005) ......................... 7-1
Figure 7-2: Idealized VMS Geological Relationships (after Gibson et al, 2005) .. 7-2
Figure 17-1: Schematic Longitudinal Section, Shunsby Property ................... 17-1
Figure 17-2: Vertical Section - Main Zone (Central) Mineralized Stratigraphy ...... 17-3
Figure 17-3: Vertical Section - Main Zone (South) Mineralized Stratigraphy ....... 17-4

APPENDIX I

MPH Check Samples Analytical Certificates

APPENDIX II

Table of Historical Drill Hole Intersections including Re-sampling by MPH (1990-91)
**SUMMARY**

**Introduction**
At the request of Mr. Neil Novak, President & Director, Black Widow Resources Inc. ("Black Widow"), 65 Front Street East, Suite 304, Toronto, Ontario, M5E 1B5, MPH Consulting Limited ("MPH"), of 133 Richmond Street West, Toronto, has completed an independent report on the Company’s purchase agreement interest in patented mining claims covering the Shunsby Base Metal Property in Cunningham Township, Ontario (the “Property”). This report is formally an Independent Technical Report prepared to Canadian National Instrument 43-101 (“NI 43-101”), Form 43-101F1, Technical Report and Companion Policy 43-101CP standards. The report assesses the technical and economic potential of the project and recommends a follow up program.

MPH understands that Black Widow is a junior exploration company trading on the TSX Venture Exchange (TSX-V; BWR) and that this report may be used to support corporate development activities and filings with the appropriate regulatory authorities. The report has been prepared by Mr. Paul Sobie, P.Geo., President of MPH who has 27 years experience in the mining industry. The author has extensive experience on the Shunsby Property, having served as Project Manager during the period 1989-93 while Kirkton Resources Corporation had an option on the property.

**Property and Agreements**
The Shunsby property is composed presently of 20 contiguous patented claims totalling 314.423 hectares (776.96 acres) situated in central Cunningham Township in northern Ontario within the Porcupine Mining District. The property is centred at geographic coordinates 82° 39’ 20” west longitude and 47° 43’ 10” north latitude or at UTM coordinates 375840E and 5286415N (NAD83 Zone 17).

Present ownership of the Property is:

- Hage Corporate Services Inc. (“Hage” – acting in trust) 59.8%
- Rally Energy Ltd. (successor to Kirkton Resources Corp.) 35.3%
- Chelsea Resources Ltd. (dissolved) 4.9%

Black Widow Resources Inc., by way of an agreement dated 21 February 2012, may buy the Hage Shunsby Property interest by:

At the time of closing, to provide to Hage:

i. The amount of $50,000 which shall be satisfied by the issuance to Hage of 500,000 common shares valued at $0.10 per share:

ii. The amount of $450,000 to be paid in three equal instalments as follows: