



Rock solid resources.
Proven advice.™

UPPER CANADA GOLD CORPORATION

TECHNICAL REPORT ON THE PRELIMINARY ECONOMIC ASSESSMENT OF THE DINGMAN GOLD PROJECT, MADOC, SOUTHERN ONTARIO, CANADA

NI 43-101 Report

Qualified Persons:

Jason J. Cox, P.Eng.

William E. Roscoe, Ph.D., P.Eng.

April 30, 2013



Report Control Form

Document Title

Technical Report on the Preliminary Economic Assessment of the Dingman Gold Project, Madoc, Ontario, Canada

Client Name & Address

Upper Canada Gold Corporation
1507 Yonge Street
P.O. Box 15009
Toronto, Ontario
M4T 1Z0

Document Reference

Project # 1930

Status & Issue No.

FINAL
Version

Issue Date

April 30, 2013

Lead Author

Jason J. Cox

(Signed) "Jason J. Cox"

Peer Reviewer

Deborah A. McCombe

(Signed) "Deborah A. McCombe"

Project Manager Approval

(signature & date)

Project Director Approval

Graham G. Clow

(Signed) "Graham G. Clow"

Report Distribution

Name	No. of Copies
Client	
RPA Filing	1 (project box)

Roscoe Postle Associates Inc.

55 University Avenue, Suite 501
Toronto, ON M5J 2H7
Canada

Tel: +1 416 947 0907

Fax: +1 416 947 0395

mining@rpacan.com

TABLE OF CONTENTS

	PAGE
1 SUMMARY	1-1
Executive Summary	1-1
Technical Summary	1-10
2 INTRODUCTION	2-1
3 RELIANCE ON OTHER EXPERTS	3-1
4 PROPERTY DESCRIPTION AND LOCATION	4-1
5 ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE AND PHYSIOGRAPHY	5-1
6 HISTORY	6-1
7 GEOLOGICAL SETTING AND MINERALIZATION.....	7-1
Regional and Local Geology	7-1
Property Geology.....	7-6
Mineralization	7-10
8 DEPOSIT TYPES	8-1
9 EXPLORATION	9-1
10 DRILLING	10-1
11 SAMPLE PREPARATION, ANALYSES AND SECURITY.....	11-1
12 DATA VERIFICATION	12-1
13 MINERAL PROCESSING AND METALLURGICAL TESTING.....	13-1
14 MINERAL RESOURCE ESTIMATE.....	14-1
15 MINERAL RESERVE ESTIMATE	15-1
16 MINING METHODS.....	16-1
Introduction.....	16-1
Open Pit Mining	16-1
Mine Infrastructure and Services	16-9
17 RECOVERY METHODS.....	17-1
18 PROJECT INFRASTRUCTURE	18-1
19 MARKET STUDIES AND CONTRACTS.....	19-1
Markets.....	19-1
Contracts	19-1
20 ENVIRONMENTAL STUDIES, PERMITTING, AND SOCIAL OR COMMUNITY IMPACT	20-1
Environmental Studies.....	20-1
Project Process and Permitting.....	20-2
Social or Community Requirements.....	20-10

Mine Closure Requirements.....	20-11
21 CAPITAL AND OPERATING COSTS	21-1
Capital Cost Estimate	21-1
Operating Cost Estimates	21-3
22 ECONOMIC ANALYSIS.....	22-1
23 ADJACENT PROPERTIES.....	23-1
24 OTHER RELEVANT DATA AND INFORMATION.....	24-1
25 INTERPRETATION AND CONCLUSIONS	25-1
26 RECOMMENDATIONS.....	26-1
27 REFERENCES	27-1
28 DATE AND SIGNATURE PAGE	28-1
29 CERTIFICATE OF QUALIFIED PERSON.....	29-1

LIST OF TABLES

	PAGE
Table 1-1 Pre-Tax Cash Flow Summary	1-6
Table 1-2 Sensitivity Analysis	1-9
Table 1-3 Mineral Resource Estimate - December 21, 2010.....	1-14
Table 1-4 Capital Cost Summary	1-17
Table 4-1 List of Mining Claims, Dingman Property	4-3
Table 10-1 Summary of Drilling Completed on the Dingman Property	10-1
Table 12-1 Results of Standards Assays at AGAT Laboratory.....	12-17
Table 13-1 Head Grade Summary for Sample Lopa-B.....	13-3
Table 14-1 Mineral Resource Estimate - December 21, 2010.....	14-1
Table 14-2 Basic Statistics of Drill Hole and Channel Sampling Assays	14-6
Table 14-3 Two Metre Composites Within the Dingman Granite Wireframe	14-7
Table 14-4 Variogram Parameters.....	14-8
Table 14-5 Search Ellipse Parameters.....	14-13
Table 14-6 Volumetric Checks within the Dingman Granite Wireframe	14-19
Table 14-7 Mineral Resource Estimate by Cut-off Grade - December 21, 2010.....	14-21
Table 16-1 Pit Optimization Input Parameters.....	16-2
Table 16-2 Pit Optimization Results.....	16-4
Table 16-3 Production Schedule.....	16-8
Table 16-4 Open Pit Mining Fleet	16-9
Table 20-1 Metal Mining Effluent Regulations, SOR/2002-222 – Authorized Limits of Deleterious Substances.....	20-6
Table 20-2 Provincial Authorizations.....	20-7
Table 21-1 Capital Cost Summary	21-1
Table 21-2 Unit Operating Costs Summary	21-4
Table 22-1 Pre-Tax Cash Flow Summary	22-2
Table 22-2 Sensitivity Analysis	22-5

LIST OF FIGURES

	PAGE
Figure 1-1 Sensitivity Analysis	1-8
Figure 4-1 Location Map	4-2
Figure 4-2 Dingman Property (Southern Ontario Division 90)	4-5
Figure 7-1 Divisions of the Grenville Province in Ontario	7-3
Figure 7-2 Lithotectonic Terranes and Domains of the Metasedimentary Belt in Ontario ..	7-4
Figure 7-3 Regional Geology	7-5
Figure 10-1 Drill Holes and Channel Sampling Locations	10-2
Figure 12-1 AGAT Assays for Standard OREAS 53 Pb	12-17
Figure 12-2 AGAT Assays for Standard OREAS 54 Pa	12-18
Figure 12-3 AGAT Assays of Blank Material	12-19
Figure 12-4 Field Duplicate Assay Results	12-19
Figure 12-5 Pulp Check Assays at a Second Laboratory	12-20
Figure 14-1 Vertical Section 0E (Looking West)	14-3
Figure 14-2 Vertical Section 150E (Looking West)	14-4
Figure 14-3 3D View of Dingman Granite Wireframe and Drill Holes	14-5
Figure 14-4 Downhole Variogram	14-9
Figure 14-5 Major Axis Variogram	14-10
Figure 14-6 Semi-Major Axis Variogram	14-11
Figure 14-7 Minor Axis Variogram	14-12
Figure 14-8 Vertical Section – 0E (Looking West)	14-14
Figure 14-9 Vertical Section 150E (Looking West)	14-15
Figure 14-10 Planview 970 Elev (30 m Below Surface)	14-16
Figure 14-11 Planview 790 Elev (210 m Below Surface)	14-17
Figure 14-12 Mineral Resource Classification Solids	14-20
Figure 14-13 Mineral Resource Blocks Within the Preliminary Whittle Pit Shell	14-22
Figure 16-1 Isometric View of Dingman Pit Shell Looking SW	16-5
Figure 16-2 General Site Plan	16-6
Figure 16-3 Open Pit Location	16-7
Figure 17-1 Process Flow Sheet	17-2
Figure 22-1 Sensitivity Analysis	22-4