

**TECHNICAL REPORT ON THE ONDUNDU GOLD
PROJECT - EPL3195, NAMIBIA**



NI 43-101 REPORT

PREPARED FOR WESTPORT RESOURCES NAMIBIA (PTY) LTD

and

GOLCONDA CAPITAL CORP.

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March 2010 and Revised July 20, 2010**

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1 SUMMARY

Donald Boyack, consulting exploration geologist and fellow of the Australasian Institute of Mining and Metallurgy was commissioned by Westport Resources Namibia (Pty) Ltd. ("Westport"), a wholly owned subsidiary of Toronto Stock Exchange listed Forsys Metals Corp. ("Forsys"), and Golconda Capital Corp. ("Golconda") to provide an independent Qualified Person's Review and Technical Report ("Report") for the Ondundu gold project ("the Project") located in Namibia.

Forsys indirectly holds 100% of the 19,969 hectare Ondundu gold project, which is comprised of an Exclusive Prospecting Licence ("EPL") 3195 issued by the Republic of Namibia Ministry of Mines and Energy. EPL 3195 was awarded to Omajete Mining Company (Namibia) (Pty) Ltd. ("OM") in 2003 and Westport acquired 100% of OM in 2007. EPL 3195 is currently in good standing until May 29, 2011. Namibia has a stable, mining-friendly democratically elected Government. Mining presently accounts for about 20% of the Country's gross domestic product and the mining industry employs 3% of the population.

Through a letter of intent dated May 6, 2010 and amended May 31, 2010, Golconda ("Golconda") acquired the arm's length right to earn up to a 75% interest in the Project from Forsys via an amalgamation with Angus Mining (Namibia) Ltd. ("Angus"). Angus has the right to earn up to a 75% interest in the Project by earning into OM, which is the holding entity for the Project. Under the agreement, Angus must spend US\$5 million in exploration on the Project on or before November 6, 2011 and issue 3 million Angus common shares and 3 million Angus common share purchase warrants exercisable at C\$0.35 in the first year and C\$0.50 in the second year to earn an initial 50.1% interest. Angus can then elect to earn an additional 24.9% interest in the Project by spending an additional US\$6 million in exploration on the Project and completing a bankable feasibility study by November 6, 2012. Should Angus elect to earn the additional 24.9%, Westport retains a 1% net smelter royalty on all gold production from the Project. Angus is Project operator. Golconda is a capital pool company and intends for the Proposed Acquisition to constitute the Qualifying Transaction of the Corporation as such terms is defined in the policies of the TSX Venture Exchange.

The Ondundu project is located in north-central Namibia approximately 242 km via paved road from the capital city of Windhoek to the town of Omaruru and then 104 km via a dirt road from Omaruru to the Project. The total driving time from Windhoek is 3.5 hours. The area is characterized by undulating to hilly topography with an average elevation of 1,000 metres above sea level. A 220 KV electrical power line runs 15 km east of the Project.

Regionally, the Ondundu project is situated in the Outjo Zone (Swakop Group) of the upper Proterozoic Pan African Damara Orogen, occupying the palaeo-eugeosynclinal facies of the southern Congo-Kasai Craton margin, to the immediate south of the Otavi Platform.

The geology of the Project comprises Neo-Proterozoic Kuiseb Formation rocks of the Upper Swakop Group represented as a monotonous succession of argillaceous and arenaceous lithologies.

Gold mineralization on the Project was first discovered in 1917 and intermittent underground plus alluvial mining took place from 1923 to 1945. Modern day exploration began in the 1980s when Tsumeb Corporation Limited ("TCL") and Goldfields Namibia Ltd. ("GFN") completed 28 diamond drill holes totalling 5,583 metres in the Ondundu Main zone ("OMZ").

In 1983 a historic resource estimate of 42 million tonnes grading 0.39 gram gold per tonne was produced by TCL, in 1987 a historic resource of 4.57 million tonnes grading 3.39 grams gold per tonne was reported by GFN and in 1989 a historic resource of 4.35 million tonnes grading 3.19 grams gold per tonne was reported by GFN. These resources are historical and not compliant with National Instrument 43-101 reporting standards; however they are considered material to the prospectivity of the Ondundu gold project. A "qualified person" for the purposes of NI 43-101 has not done sufficient work to qualify the historical estimate as current mineral resources or mineral reserves. The historical estimates should not be treated as current mineral resources or mineral reserves and the historical estimates contained herein should not be relied upon.

In 1999 a joint venture between Keadeber Resources (Pty) Ltd (75%) and Southern Cross Exploration (25%) completed a 600 kg bulk sample of mineralized material from the OMZ. The sample was submitted to the mineral processing division of Mintek Laboratories in Johannesburg. The sizing distribution analysis indicates that the gold occurs predominantly in the coarser size ranges, i.e. +250µm. Approximately 11% of the gold occurs in the -25µm.

In 2005-2006, Westport completed verification and systematic rock chip sampling, hyperspectral surveys and drilled eleven diamond drill holes totalling 524.7 metres.

In 2007-2008, Westport focused on the potential strike extent of the previously identified mineralization of the OMZ by collecting 3,431 trench channel samples from 18 trenches. Over the entire Project, a total of 23 trenches were sampled covering an area of 7,000 metres long by 250-300 metre wide.

In 2009, detailed ground geophysical surveys (ground magnetics and ground spectrometry) identified anomalies in the southeast, northwest, east and west of the OMZ that are indicative of further resource expansion potential.

Westport acquired 100% of OM in a two stage earn-in process, first through the acquisition of 32% and then 68%, which included issuing 500 000 ordinary common shares and a cash portion of C\$ 50,000. Westport completed the acquisition in 2007 and has since spent in excess of US\$400,000 exploring the Project.

Exploration work to date has largely focussed on the OMZ area where gold mineralization is confined to bedding within conformable glassy grey laminated quartz-carbonate veins. Accessory minerals include pyrite, arsenopyrite, chalcopyrite, pyrrhotite, marcasite, siderite, ankerite and limonite. Minor amounts of sphalerite and galena have been noted.

North of the OMZ, the Zebraberg OD6 Grid area is predominantly Cu/Au mineralized, with complex structural controls demonstrated. Brittle EW fractures have acted as conduits for secondary Cu minerals (malachite, chrysocolla, azurite and cuprite). Up to eighteen breccias blows have been noted in the field, some containing significant amounts of pyrite in the matrix. Numerous gossans have also been noted. Small-scale mining by trenching had been carried out in the 1950s, however no significant ore reserves were defined. Drilling by GFN during the 1980s (5 diamond holes) did not intersect mineable grades.

The regional geological setting and gold mineralization identified on the Project indicates that ore bearing fluids are synchronous with a major period of regional compression. The resultant structural increase in crustal thickness is believed to have caused prograde regional metamorphism of the underlying stratigraphy resulting in the formation and release

of auriferous hydrothermal fluids. These fluids are postulated to have migrated up fault splays associated with major regional structures to be precipitated in nearby favourable low pressure dilation zones created when the hydraulic pressure of trapped fluids exceeded lithostatic pressure during local seismic events. This is a classic setting for the formation of large-scale, sediment hosted, orogenic gold deposits.

The Author tenders the following recommendations:

- The operating company must institute an industry acceptable quality assurance/quality control (QA/QC) program for a sampling program and should ensure that all procedures are fully established and adhered to.
- The operating company should retain the services of a licensed Qualified Person, as defined under NI 43-101, to supervise all aspects of exploration and development activities on the Project.
- The Author recommends the following exploration activities be completed:
- The operating company embark on a rigorous exploration campaign that would involve detailed geological and structural mapping and sampling to define the overall limits of the OMZ mineralizing system.
- A two staged program is warranted with the first stage comprising environmental base line studies, ground geophysical surveys, 20,000 metres of combined core and percussion drilling and 4,280 metres of rotary air blast drilling. The initial program is estimated to cost C\$5,226,272.
- In the first phase, the operating company is recommended to conduct a combined core and percussion drilling programme aimed at infilling and expanding the OMZ target to allow for a mineral resource estimate to be prepared in accordance with NI 43-101 and if warranted move forward towards prefeasibility level studies.
- In the first phase, the operating company is recommended to conduct a detailed exploration program over the OD6 area, including a rotary air blast drilling program to determine the mineral potential of this area.
- The Phase two program is contingent on the results of the first phase program and includes bulk sampling, metallurgical testing and completion of an environmental impact assessment. The estimated cost of the second phase program is C\$5,636,500. The results from the two staged program will allow the operating company to evaluate the merits of the Project to the prefeasibility level of development.

2 INTRODUCTION AND TERMS OF REFERENCE

Donald J. Boyack, consulting exploration geologist and fellow of the Australasian Institute of Mining and Metallurgy, fellow of the United Kingdom Institute of Materials, Minerals and Mining was commissioned by Westport and Golconda to provide an independent Qualified Person's Review and Technical Report ("Report") for the Ondundu Project located in Namibia. The Ondundu Project is comprised of Exclusive Prospecting License ("EPL") 3195

is held by Omatjete Mining (Pty) Ltd (“OM”) a wholly owned subsidiary of Westport Resources Namibia (Pty) Ltd (“Westport”). Westport is a wholly owned subsidiary of the Forsys Metals Corp. EPL 3195 was granted to OM for base metal and precious metal exploration and is valid until 29 May 2011. The tenement has an area of 19,969 hectares. EPL 3195 is an application for the rights to explore for base and rare metals, precious metals and semi-precious stones, and its status at the Ministry of Mines and Energy is “granted”.

2.1 Qualified Person and Site Visit

The Qualified Person, as defined in NI 43-101 and in compliance with Form 43-101F1 Technical Report, responsible for the preparation of the Report is Donald J. Boyack, consulting exploration geologist and fellow of the Australasian Institute of Mining and Metallurgy.

The Qualified person completed a site visit on November 24, 2008 for a period of four days and then completed a two week compilation work program in Windhoek. During the visit, Mr. Boyack set out recommendations as to the conversion of data in local XYZ coordination into UTM33S WGS84 through survey to allow for legacy data verification and accurate geological modeling and drill targeting. This visit also allowed Mr. Boyack to confirm the veracity of the documentation

2.2 Effective Dates

The effective date of the Report is March 2010 and Revised July 20, 2010. There were no material changes to the information of the Project between the effective date and the signature date of the Report.

2.3 Previous Technical Reports

A previous independent National Instrument 43-101 technical report on the Ondundu Project entitled ‘Technical Report on the Ondundu Project EPL3195, Namibia’ authored by Donald Boyack, FAusIMM. dated March, 2010 was commissioned by Westport and filed by Forsys on www.sedar.com.

Subsequent to the original technical report dated March 2010, Westport, OM, and Forsys entered into an agreement granting Golconda Capital Corp. (“Golconda”) the arm’s length right to earn up to a 75% interest in the Project from Forsys via an amalgamation with Angus Mining (Namibia) Ltd. (“Angus”). Angus has the right to earn up to a 75% interest in the Project by earning into OM, which is the holding entity for the Project. Under the agreement dated May 6, 2010 and amended May 31, 2010, Angus must spend US\$5 million in exploration on the Property on or before November 6, 2011 and issue 3 million Angus common shares and 3 million Angus common share purchase warrants exercisable at C\$0.35 in the first year and C\$0.50 in the second year to earn an initial 50.1% interest. Angus can then elect to earn an additional 24.9% interest in the Project by spending an additional US\$6 million in exploration on the Project and completing a bankable feasibility study by November 6, 2012. Should Angus elect to earn the additional 24.9%, Westport retains a 1% net smelter royalty on all gold production from the Project. Angus is Project operator. Golconda is a capital pool company and intends for the Proposed Acquisition to constitute the Qualifying Transaction of the Corporation as such terms is defined in the policies of the TSX Venture Exchange. The current Report includes the addition of the

property transaction terms with Golconda and additional disclosure regarding exploration completed by Westport.

2.4 Sources of Data

The author has sourced information from reference documents as cited in the text and summarized in Section 21 of the Report. The Qualified Person has based this review of EPL 3195 on the basis of information compiled by Westport. This information was sourced from the public domain, the Geological Survey library at the Ministry of Mines and Energy in Windhoek and company records held by Westport. The extensive data obtained at the Geological Survey included exploration reports, maps and communications from previous Project operators. All reasonable enquiries have been made to verify the reliability and materiality of the data obtained to produce this report.

2.5 Technical Report Sections and Required Items under NI 43-101

Sections as shown in the contents page of this Report to the Prescribed Items Contents Page of NI43-101 are as follows:

NI 43-101 Item Number	NI 43-101 Heading	Report Section Number	Report Section Heading
Item 1	Title Page		Cover page of Report
Item 2	Table of Contents		Table of contents
Item 3	Summary	Section 1	Summary
Item 4	Introduction	Section 2	Introduction
Item 5	Reliance on Other Experts	Section 3	Reliance on Other Experts
Item 6	Property Description and Location	Section 4	Property Description and Location
Item 7	Accessibility, Climate, Local Resources, Infrastructure and Physiography	Section 5	Accessibility, Climate, Local Resources, Infrastructure and Physiography
Item 8	History	Section 6	History
Item 9	Geological Setting	Section 7	Geological Setting
Item 10	Deposit Types	Section 8	Deposit Types
Item 11	Mineralization	Section 9	Mineralization
Item 12	Exploration	Section 10	Exploration
Item 13	Drilling	Section 11	Drilling
Item 14	Sampling Method and Approach	Section 12	Sampling Method and Approach
Item 15	Sample Preparation, Analyzes and Security	Section 13	Sample Preparation, Analyzes and Security
Item 16	Data Verification	Section 14	Data Verification
Item 17	Adjacent Properties	Section 15	Adjacent Properties
Item 18	Mineral Processing and Metallurgical Testing	Section 16	Mineral Processing and Metallurgical Testing
Item 19	Mineral Resource and Mineral Reserve Estimates	Section 17	Mineral Resource and Mineral Reserve Estimates
Item 20	Other Relevant Data and Information	Section 18	Other Relevant Data and Information
Item 21	Interpretation and Conclusions	Section 19	Interpretation and Conclusions
Item 22	Recommendations	Section 20	Recommendations
Item 23	References	Section 21	References

NI 43-101 Item Number	NI 43-101 Heading	Report Section Number	Report Section Heading
Item 24	Date and Signature Page	Section 22	Date and Signature Page
Item 25	Additional Requirements for Technical Reports on Development Properties and Production Properties	Section 23	Additional Requirements for Technical Reports on Development Properties and Production Properties
Item 26	Illustrations		Incorporated in Report under appropriate section number,

3 RELIANCE ON OTHER EXPERTS

The design of the 2006 diamond drill program completed by Westport and subsequent exploration work was solely based upon a review of 28 historical diamond drill holes (5,583 m) completed by Tsumeb Corporation Limited (“TCL”) and Gold Fields Namibia (“GFN”) between 1980 and 1989. Original diamond drill logs, assay data, and geological section and plan maps, filed at the Westport office in Windhoek, were used during this review. Professional geotechnical personnel supervised the exploration programs completed by TCL/GFN. The exploration techniques, geological logging and sampling practices, and assay laboratory procedures were consistent with accepted standards and practices of the time.

4 PROPERTY DESCRIPTION AND LOCATION

4.1 Location

The Ondundu Project is located 250 Km northwest of Windhoek in northern central Namibia (Figure 4-1) within EPL 3195 and has an area of 19,969 hectares. EPL 3195 is registered in the name of OM, which is a wholly owned subsidiary of Westport, which in turn is a wholly owned subsidiary of Forsys. The geographic center of EPL 3195 is longitude 15°27'40” east, latitude 20°43'37” south (UTM 548000 east, 7708000 North; WGS84 33S)

Table 4-1).

Under a letter of intent dated May 6, 2010 and amended May 31, 2010 Golconda has the right to earn up to a 75% interest in the Project from Forsys via an amalgamation with Angus. Angus has the right to earn up to a 75% interest in the Project by earning into OM. Golconda is a capital pool company and intends for the Proposed Acquisition to constitute the Qualifying Transaction of the Corporation as such terms is defined in the policies of the TSX Venture Exchange. EPL 3195 is located on communal lands and is completely surrounded by mineral licences belonging to Teck Cominco. A village is located to the immediate south west of the Ondundu Main Zone (“OMZ”). The boundary of EPL 3195 has not been legally surveyed (Figure 4-2).

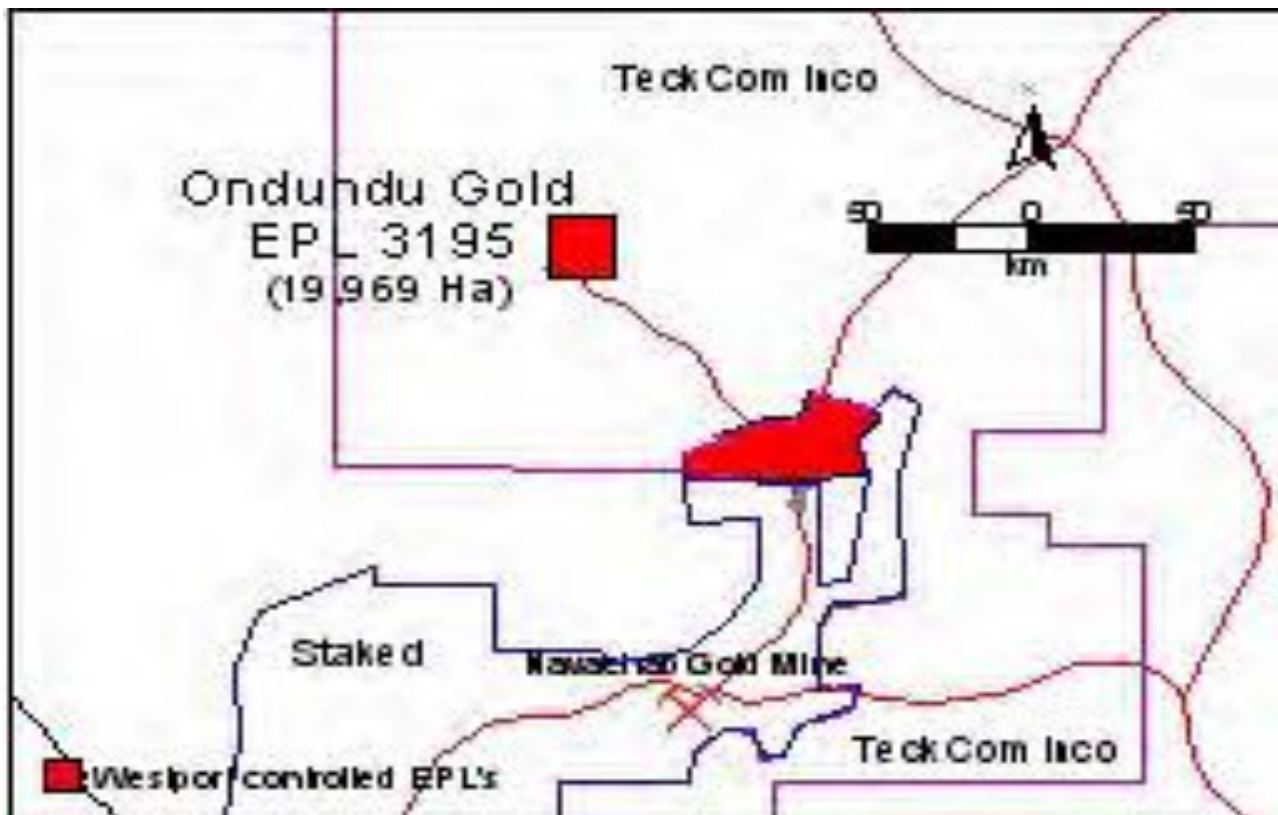
Table 4-1: Coordinates of EPL 3195 (Westport Resources Namibia)

Label	Latitude	Longitude
1	-20.66080282	15.38908335
2	-20.66210451	15.52107967
3	-20.79215643	15.52070357
4	-20.79203436	15.38754886

Figure 4-1: Ondundu project location
(Westport Resources Namibia)



**Figure 4-2: Exclusive Prospecting Licence 3195
(Westport Resources Namibia)**



4.2 Property and Title in Namibia

Within the Republic of Namibia the government holds all mineral rights. Mineral exploration and development is controlled by the 1992 Minerals (Prospecting and Mining) Act, which is administered by the Ministry of Mines and Energy.

Prospecting, mineral exploration and mining activities are governed through the awarding of mining claims and four distinct licences. The Republic of Namibia on the basis of a proponent's technical and financial capability awards exclusive Prospecting Licences, such as EPL 3195.

Mineral claims are intended for small-scale mines and mineral deposits and may only be established by Namibian citizens. To establish a mining claim, the proponent must physically identify the corner boundary points of the claim. The application for a mineral concession involves the filing of documents. The mineral concession boundaries are specified in the application documents.

4.3 Surface Rights Title

Within Namibia mineral and surface rights are administered separately. Land is either state, or privately owned. Under the Mining Act a licence holder wishing to conduct ground based exploration programs, on private land, must first obtain written permission to access the land from the landholder. Access to private land may not be withheld unreasonably. EPL 3195 is

located on state land, as such; a surface access agreement is not required to conduct mineral exploration.

4.4 Permitting

The holder of an EPL is entitled to carry on prospecting operations in respect of such mineral or group of minerals specified in the licence. The holder of the EPL is further entitled to remove any mineral or group of minerals other than a control mineral or sample of such mineral or group of minerals for any purpose other than sale or disposal, found or incidentally won in the course of the prospecting operation to any other place within Namibia.

The holder of the EPL is additionally entitled, with the written permission of the Commissioner:

- to remove any mineral or group of minerals or any control mineral or sample of such mineral for any purpose other than sale or disposal from any place where it was found or incidentally won in the course of prospecting operation to any place whether within or outside Namibia; and
- to remove any mineral or group of mineral for purpose of sale or disposal from any place where it was found or incidentally won in the course of the prospecting operation and to sell or otherwise dispose any such mineral or group of minerals.

The holder of EPL who has removed any mineral or group of minerals other than a control mineral or any sample of such mineral or group of minerals from the place where it was found for any purpose other than for sale or disposal to any place within Namibia shall inform the Commissioner in writing of such removal not later than 14 days or such longer period as the Commissions may allow after such removal and provide particulars of the nature of such sample, mineral or group of minerals and the place to which it has been so removed.

The holder of EPL is further entitled to carry on such other operation including the erection or construction of accessory works as may be reasonable necessary for prospecting operation or for the selling or disposal of mineral or group of minerals found or incidentally won in the course of prospecting operation. The accessory work shall not be erected or constructed without the prior permission in writing of the Commissioner. On the other hand, the Commissioner shall not grant permission to erect accessory work unless the holder of the EPL has paid compensation to the owner of the private land covered by the EPL.

The holder of EPL is required to exercise his right reasonably and in such a manner that the rights and interest of the owners of the land to which the Licence relates are not adversely affected except to the extent to which such owners is compensated. Furthermore the holder of the EPL is required to carry on the prospecting operation in accordance with good prospecting practices and to take all reasonable steps necessary to secure the safety, welfare and health of person employed in the licensed area and to prevent or minimize any pollution of the environment; to maintain in good condition and repair all accessory works in the licensed area; to remove from such area all structure, equipment and other goods not used or intended to be used in connection with the prospecting operation; and to take reasonable steps to warn persons who may from time to time be in the vicinity of any accessory work of the possible hazard resulting there from.

The holder of an EPL is required, to give the Commissioner notice of within 30 days of discovery of any mineral or group of minerals other than a mineral or group of minerals to which the Licence relates. Furthermore if the holder of EPL is a company, it is required to give the Commissioner notice of any change of the name of the company, the registered address and principal place of business of the company in Namibia, the directors of the company, the particulars of the beneficiary who owns more than 5% of the share issued by such company.

The holder of EPL, is required to carry on within a particular period in accordance with the work program, prospecting operation or to expend certain expenditures and shall furnish the Commissioner with the particulars of the prospecting operations, either operation or expenditure.

The EPL is granted for a period not exceeding 3 years and may be renewed for a further period not exceeding 2 years at a time. The EPL cannot be renewed on more than two occasions unless the Minister deems it desirable in the interest of the development of mineral resources of Namibia that such licence be renewed in any particular case on a third or subsequent occasion.

The holder of an EPL is required to keep an address in Namibia in relation to the location and result of all photo-geological studies, imaging, geological mapping, geochemical sampling, geophysical surveying, drilling, pitting and trenching, sampling and bulk sampling carried within the licensed area. He is further required to keep the results of all analytical, meteorological, and mineralogical work incidental to the prospecting operation. The record must also incorporate the interpretation and assessment of studies and survey.

The holder of EPL is required to keep the record of employees, the nature, mass, volume and value of minerals produced, the expenses incurred in the course of such operation and such other work as may be determined by the Mining Commissioner.

The holder of EPL is further required to prepare and maintain at all times plans and maps in respect of the prospecting area. He is further required to prepare a statement of income and expenditure and such other financial statements as a Commissioner may determine. Such financial statement shall be submitted to the Commissioner within 30 days after the end of each quarter during the currency of the EPL. Within 60 days of the end of the currency of the terms of the licence or together with a renewal application report or reports must be submitted to the Commissioner setting out an evaluation of the prospect of the discovery of any mineral or group of minerals in such prospecting area, all information including photographs, tabulation, tapes and discs the records to be kept and including plans and maps the report must also deal with the nature, mass or volume and value of any mineral group or minerals sold or otherwise disposed.

Should the EPL be cancelled or expired, the holder is required within one month of such cancellation or expiry to deliver to the Commissioner all records, maps, plans, reports, photographs, tabulation, tapes and disc prepared by the holder in the course of the prospecting operation. Failure to do so amounts to an offence. The Commissioner is also afforded powers to enter and search and seize such information.

The primary licence, at this stage of the project activities for the Ondundu Project, is the EPL and the Environmental Management Plan (EMP) submitted to the MME to cover existing exploration plans.

Other permits and/or licences may be required for activities beyond the current exploration work ongoing at the Ondundu project.

In order for Angus to meet its required obligations under the letter agreement dated May 6, 2010 and amended May 31, 2010, Angus must spend a minimum of US\$5 million in exploration expenditures on EPL 3195 on or before November 6, 2011.

4.5 Current Tenure

EPL 3195 is registered to OM and was renewed on the 18th January 2010 for the period from 31st May 2009 to 29th May 2011 in terms of the Minerals (Prospecting and Mining) Act, 33 of 1992. The “granted” status of the EPL entitles Westport to carry on prospecting operations in respect of such mineral or group of minerals specified in the licence. The holder of the EPL is further entitled to remove any mineral or group of minerals other than a control mineral or sample of such mineral or group of minerals for any purpose other than sale or disposal, found or incidentally won in the course of the prospecting operation to any other place within Namibia.

4.6 Environmental Liabilities

Historic small scale gold production has occurred within the central portion of the Project and several workings remain open. Because of the small scale representing a very modest footprint and historical nature of the workings, the Author has been advised by Westport that there are no historical environmental liabilities for Westport on the Ondundu Project.

4.7 Royalties

The Author is unaware of any royalties, agreements or other encumbrances to third parties other than the potential of a 1% NSR on gold production granted to Westport should Golconda elect to earn a 75% interest in the Ondundu project.

Section 114 of the Minerals Act, 1992 makes provision for royalties to be payable on the market value of minerals won or mined in Namibia, none of which royalties may exceed 5% in the case of minerals other than precious stones and dimension stone.

Section 114 contains detailed provisions in terms whereof the Minister is required to consult and take into account representations by the person affected by such royalties. In terms of Section 114, royalties become payable only after the Minister has: (i) given a general notice in the Government Gazette specifying the royalty; (ii) has given a notice of intention to levy the royalty to the person on whom the royalty is to be imposed; (iii) has afforded the person affected a right to make representations; and (iv) has thereafter raised the royalty by giving written notice to the person. In terms of Government Notice 248 (GN 248), as published in Government Gazette 3322 on 15 November 2004, the Minister has levied a royalty of 5 percent in respect of the nuclear fuels minerals group. Although it appears that GN 248 may not be in compliance with the requirements of section 114 of the Minerals Act, 1992, it may be expected that the Minister of Mines & Energy (MME) intends to charge a 5 percent royalty on nuclear fuels and the Minister can simply rectify GN 248. The MME is currently in consultation with advisers and/or experts on the matter from South Africa, where the same issue is also under consideration. The Qualified Person notes that as of the 1st November 2006 the government gazette set the royalty tax at 2.0%.

4.8 Mineralized Zones

The historical prospectivity of the Ondundu Project consists of two zones; Ondundu Main zone ("OMZ") where mining, (alluvial, open-pit and underground) was carried out for Au, and a Cu zone located north of Ondundu Main zone (OD6 grid) towards the centre of the Ondundu anticline, separated by a pronounced East-West trending fault immediately north of the gold workings.

5 ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE AND PHYSIOGRAPHY

The Ondundu project site is accessed by driving 242 km on paved road from the capital city of Windhoek to the town of Omaruru. A dirt road leads for 104 km from Omaruru to the project site (Figure 5-1). The total driving time from Windhoek is 3 1/2 hours. The main Ruacana to Windhoek electrical 220KV power line runs 15 km to the east of the EPL area.

The area is characterized by undulating to hilly topography created by a succession of repetitive argillaceous and arenaceous geology, partially dissected by ephemeral streams. The Main drainages flow NW, while secondary drainages flow NS, following bedding planes. The drainage net eventually feeds the modern Ugab River. The highest point is the Zebra Berg at 1,172 metres a.m.s.l., in the core of the antiform, 2.5km to the north of the Ondundu Main Zone. Average elevation of the property is 1,000 metres a.m.s.l.

The annual rainfall is moderate to low (+100 - 150mm per annum), and consequently the vegetation is moderately sparse and predominantly colospermum mopane forest, acacia thorn and grassland of the savanna/bushveld biome. Information from water boreholes suggest that the water table resides at about 25m below surface. Due to this climate, natural re-vegetation takes a considerable time. It may be noticed that 30 year old grid lines are still clear of trees and bush.

**Figure 5-1: Exclusive Prospecting Licence 3195
(Westport Resources Namibia)**



6 HISTORY

The Ondundu Au deposit was discovered during 1917. Claims were first staked in 1922 and a minor gold rush began. Initial production began on alluvial and eluvial workings, with some 11,600 Oz Au reported from 1923 to 1945.

Surface and underground mining in four areas: Margarethental (3,400 ozs), Geolex North (500ozs), Chiquita (1,500 ozs), Geolex South/Razorback (2,850 ozs). Apart from the underground workings in the Margarethental and Geolex South areas, past mining activities appear to have been confined to open cuts and trenches on the hillside.

Intermittent underground mining and alluvial recovery took place until 1945. Some 20,000 ozs Au were reported recovered in total. This is likely an underestimate due to the 15% royalties required by law.

In 1946, 378 samples from 5 shafts (~6,000 tonnes) were submitted for metallurgical testing. It was concluded that a recovery of 70% may be anticipated by amalgamation; the economic degree of grinding will be approximately 60% minus 200mesh for the extraction of 98% of the total gold.

In the 1980s, Tsumeb Corporation Limited ("TCL") and Goldfields Namibia ("GFN") carried out exploration programmes in the area under Mineral Deposit Retention Licence 1552, (MDRL 1552, following the consolidation of the claims into one licence), completing 28 diamond drill holes in the OMZ totalling 5,583 metres. The TCL/GFN Ondundu data are the most complete and extensive available. The 5,538m of drilling occurred on 12 sections on the Ondundu Main Zone (Margarethental, Razorback and Geolex South). Surface and underground sampling and mapping was conducted to establish a selective mining thesis once GFN became involved with the project by 1985 and this included more extensive work over the old Copper/Gold workings to the north in the OD6 grid area.

The aim of the TCL exploration programme was to test the historically generated grades achieved prior to 1983 (Carter and Venter).

Mill head grade (Margarethental, 1939)	9.8g/t
Surface sampling (Storey, 1946)	10.56g/t
Bulk sampling: 6000 tons quartz (Thomas, 1932)	13.95g/t
Metallurgical test results (Veicht, 1946)	7.45g/t
Mean intersected grade (current (1983) drilling)	8.53g/t
Current (1983) sampling	7.71g/t

Following the consolidation of mineral licences, which to date had been operated as individual mining claims by various holders, TCL drilled 19 holes before the first historic mineral resource estimate was produced by Venter and Carter in June 1983, and followed by another five holes southwards towards Razorback by 1985 when Goldfields commenced with the takeover of TCL. Goldfields introduced their own geological team to re-evaluate the deposit on a selective underground mining basis and drilled another three diamond drill holes following an elaborate underground sampling program aimed at establishing a selective mining thesis focused at the quartz veins. Two reverse circulation (RC) holes were

drilled by TCL in 1985 but the results were inconclusive as the sample recoveries were only 60%.

Table 6-1: EPL3195 Ondundu Summary of TCL Diamond Drillhole Assay Results (Westport Resources Namibia)

SUMMARY OF DIAMOND DRILL ASSAY RESULTS									
Hole No	Section	Drilled Intersection			Average Grade (g/t)	Quartz Data			Grade Intervening Sediments (g/t)
		From (m)	To (m)	Length (m)		Drilled Width (m)	Percentage (%v/v)	Grade (g/t)	
OD-1	141 100	6.00	68.59	62.59	1.10	5.00	7.99	9.63	0.36
OD-2	141 100	8.00	101.78	93.78	0.80	5.88	6.27	10.58	0.15
OD-3	141 100	5.72	81.52	75.80	0.24	3.22	4.25	4.13	0.07
OD-4	139 700	53.86	122.80	68.94	0.83	4.71	6.84	8.65	0.26
OD-9	140 400	110.00	146.38	36.38	0.53	1.76	4.84	5.92	0.25
OD-12	140 400	18.18	39.58	21.40	0.87	0.98	4.56	5.87	0.63
OD-12	140 400	104.70	112.00	7.30	2.04	0.89	12.19	15.39	0.19
OD-15	141 050	30.81	92.80	61.99	0.73	4.20	6.77	6.65	0.30
OD-16	141 150	3.00	49.60	46.60	1.26	3.86	8.29	11.61	0.32
OD-16	141 150	131.20	160.03	28.83	1.56	1.68	5.84	17.56	0.35
OD-17	141 150	3.00	56.59	53.59	0.36	3.59	6.70	3.48	0.14
OD-17	141 150	77.18	100.35	23.17	0.41	1.74	7.51	4.10	0.11
OD-18	140 700	111.12	126.91	15.79	0.53	0.37	2.34	16.25	0.15
OD-19	139 900	42.14	116.40	74.26	0.64	2.37	3.19	14.33	0.19
OD-19	139 900	116.40	153.90	37.50	0.49	2.95	7.87	4.11	0.18
				Mean Intersected Grade					
Total Intersected Length		Av. Width Min'z			Average Grade	Av Intersected	Quartz	Quartz	Grade
	(m)	Zone (m)			(g/t)	Width of Quartz (m)	Percent	Grade	
	707.92	64.35			0.74	3.93	6.10	8.53g/t	0.36g/t
(Venter and Carter, June 1983)									

TCL used the mineralogists in Johannesburg (namely Dr Lauenstein) and a laboratory Israel in 1982 to determine the temperature of formation of the quartz and carbonate veins setting the temperatures at +400°C and 350-400°C respectively (Worthington, 1981), concluding an epithermal genesis. Yet the authors thereafter constrained the deposit to being a product of metamorphic dewatering of turbidite sequences where temperatures of around 230°C can be inferred from the lower greenschist grade of metamorphism due to the absence of conclusive evidence of a heat source.

In 1983 a historic resource estimate of 42 million tonnes grading 0.39 gram gold per tonne was produced by TCL ("Venter & Carter"), in 1987 a historic resource of 4.57 million tonnes grading 3.39 grams gold per tonne was reported by GFN (Charles September 1987) and in 1989 a historic resource of 4.35 million tonnes grading 3.19 grams gold per tonne was reported by GFN (Charles December 1988). These resources are historical and not compliant with National Instrument 43-101 reporting standards; however they are considered material to the prospectivity of the Ondundu gold project. A "qualified person" for the purposes of NI 43-101 has not done sufficient work to qualify the historical estimate as current mineral resources or mineral reserves. The historical estimates should not be treated as current mineral resources or mineral reserves and the historical estimates contained herein should not be relied upon.

**Table 6-2: Summary Historic 'resource' comparison
(Westport Resources Namibia)**

ONDUNDU HISTORICAL RESOURCE COMPARISON										
Assumed type of Operation	Resource contained in	tonnes	g/t Au	kgs Au	Oz Au	tonnes	g/t Au	kgs Au	Oz Au	Remarks
Venter & Carter 1983 Large Open Pit	Country Rock & Veins Qz Veins Only	42,057,040	0.39	16,208	522,840	2,393,820	6.77	16,208		
Charles Sep 1987	Selective Underground Cut-offs 1.0 g/t Au over 1.0m (Estimate used Intersection width)	Country Rock & Veins Qz Veins Only	4,569,666	3.39	15,484	497,811	924,599	16.75	15,486	Mineralisation in host country rock assumed to be nil grade in all estimates
Charles Dec 1988	Selective Underground Cut-offs 1.0 g/t Au over 1.0m (Estimate used true width)	Country Rock & Veins Qz Veins Only	4,354,808	3.19	13,898	446,821	814,034	17.07	13,898	
Mineral Resource Handbook (Burnett)	Country Rock Only Veins Only Country Rock & Veins	4,200,000 800,000 5,000,000	3.21 17.01 5.42	13,482 13,608 27,090	433,446 437,497 870,944	800,000	17.01	13,608		

This 'resource' summary has been derived from legacy reports and does not conform to current CIM standards with respect to resource statements. The drill hole spacing is too widely spaced to demonstrate strike continuity. In addition, the selective nature of the sampling technique allied to the coarse gold nature of much of the quartz vein mineralization means that reliable assay results are very difficult to achieve.

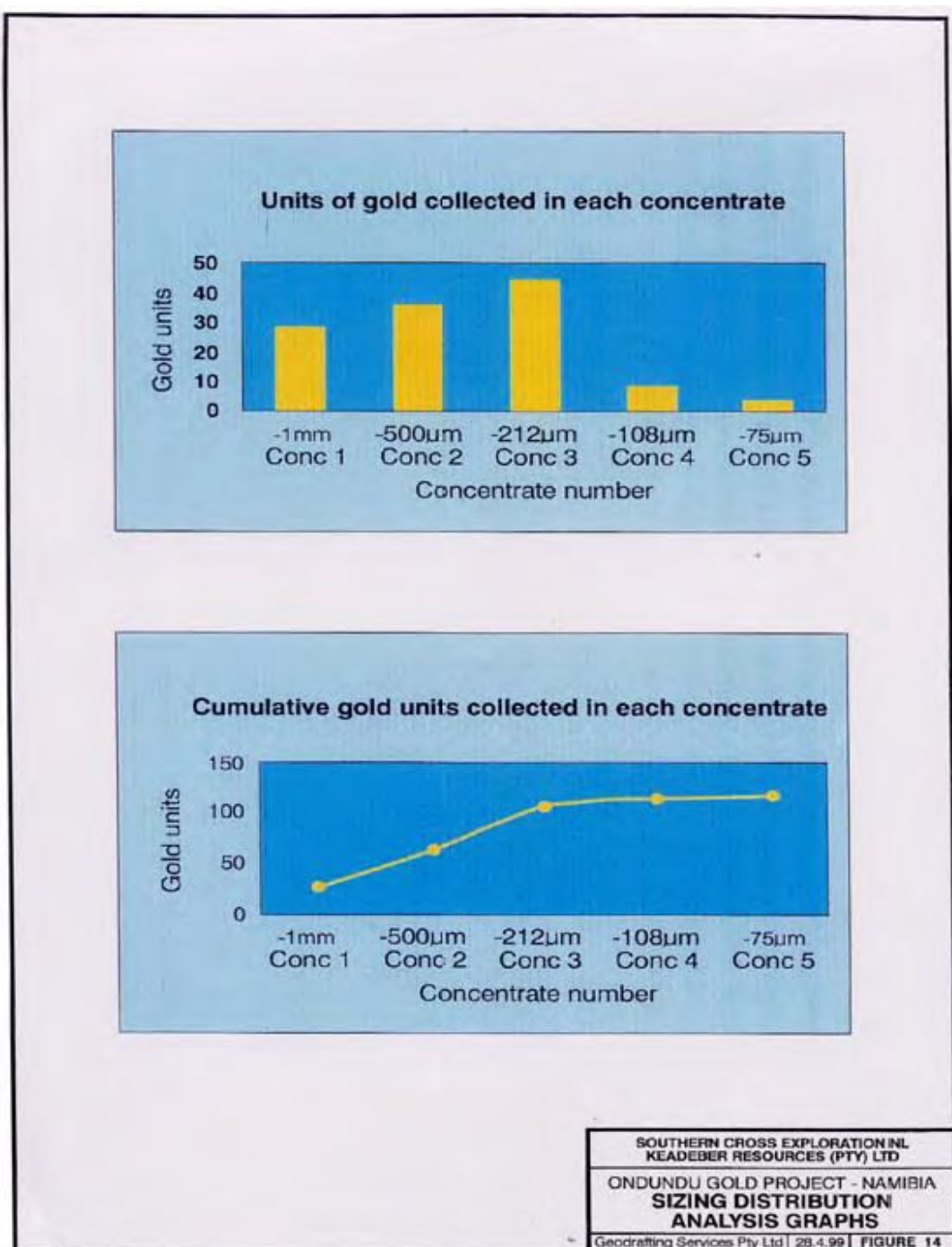
The use of 1 g/t Au cut-off was used by GFN in 1987 reflecting the economic limit at the time.

The ground lay dormant until 1996, when a joint venture between Keadeber Resources (Pty) Ltd, (75%) and Southern Cross Exploration (25%) proposed to explore further under MDRL 1552. No significant verifiable work was done, apart from a bulk (600kg) sample that was submitted to MINTEK (RSA) in 1999 and a summary report was written. The 600kg of 'gold ore' was sampled at Ondundu and delivered to Mintek Laboratories in Johannesburg to the mineral processing division. The sample was originally crushed to -1mm in a jaw crusher and blended. Sub-samples were taken and submitted for sizing analysis. Each sample was assayed for Au to determine the distribution of the gold in the various size ranges.

A representative sample was removed for shaking table tests and then a fine band of heavy concentrate was collected, with remaining feed reporting to the tails. Tails were dried, weighed and milled and passed over the shaking table again.

It was reported that the size for liberation is that between 212 µm and 108 µm. The sizing distribution analysis indicates that the gold occurs predominantly in the coarser size ranges, i.e. +250µm. Approximately 11% of the gold occurs in the -25µm. The fine gold (such as that in the -25µm) is considered to be amenable to recovery by leaching method.

Table 6-3: Gold Sizing Distribution (Mintek - Southern Cross NL - Fiala, 1999)



After the 1999 work program, MDRL 1552 was allowed to lapse. EPL 3195 was awarded to Omajete Mining in 2003. On June 8, 2005 Westport Resources Namibia (Pty) Ltd. was granted an initial 32% interest in Omajete Mining and in October 2007 Westport acquired 100% Omajete Mining ("OM").

TCL & GFN accumulated a considerable legacy database, with maps and reports that have recently been integrated into the company's data base for modeling purposes. Spatial data

previously related to a local grid and following proper land-survey of this grid has now been transformed them to WGS84 33S adding value to the legacy data.

7 GEOLOGICAL SETTING

7.1 Regional Geology

Ondundu is situated in the Outjo Zone (Swakop Group) of the upper Proterozoic Pan African Damara Orogen, occupying the palaeo-eugeosynclinal facies of the southern Congo-Kasai Craton margin, to the immediate south of the Otavi Platform.

Closure of the neo-Proterozoic Adamaster Ocean during the final assembly of west Gondwana, followed by continent-continent collision with incipient subduction resulting in widespread orogenesis. Crustal shortening resulted in regional metamorphism, deformation and anatexis (Figure 7-1 and Figure 7-2). A least 2 phases of deformation have affected the Outjo Zone. Metamorphism reached lower greenschist facies.

Figure 7-1: Regional Tectonic Framework - Southwest Africa (After Borg et al, 2003)

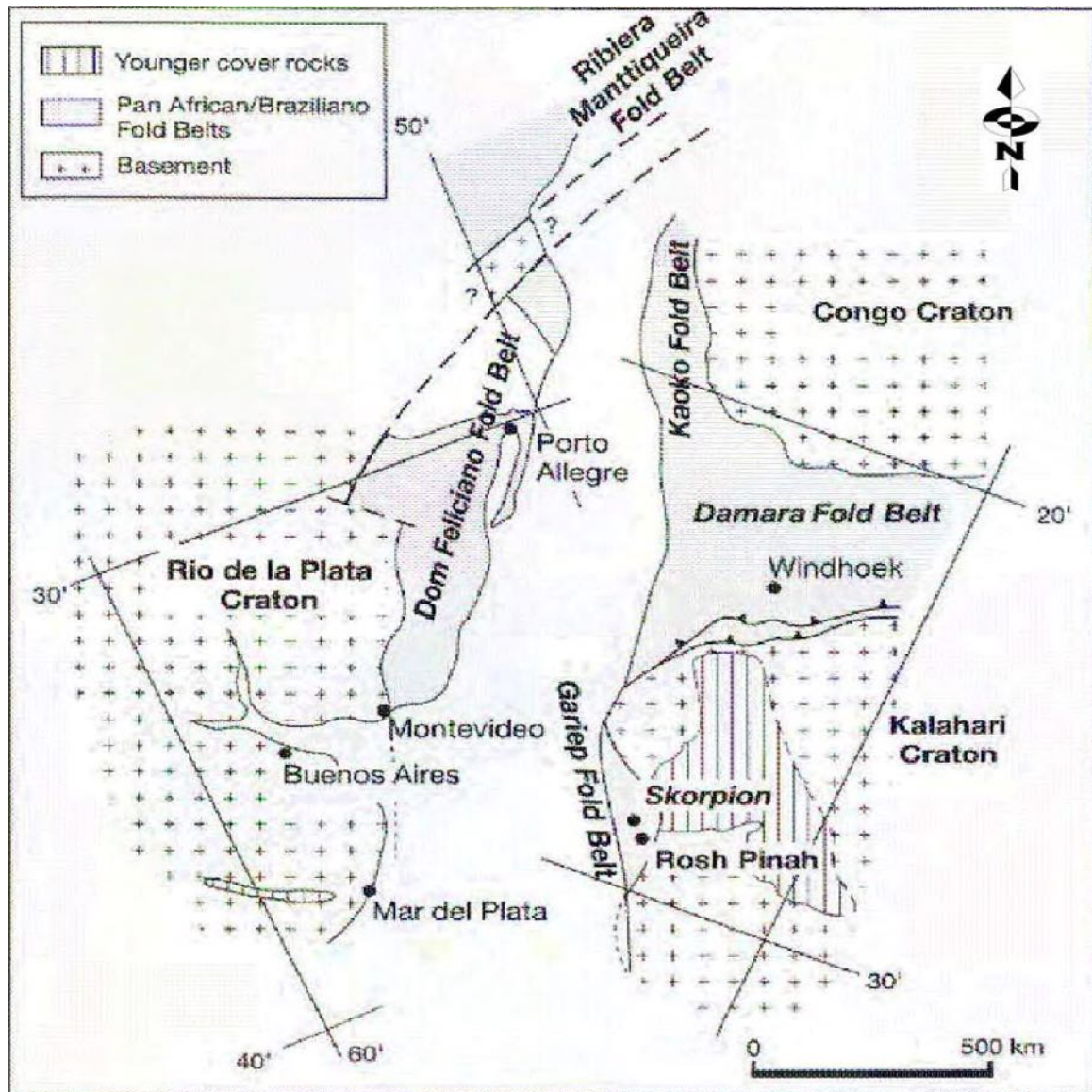
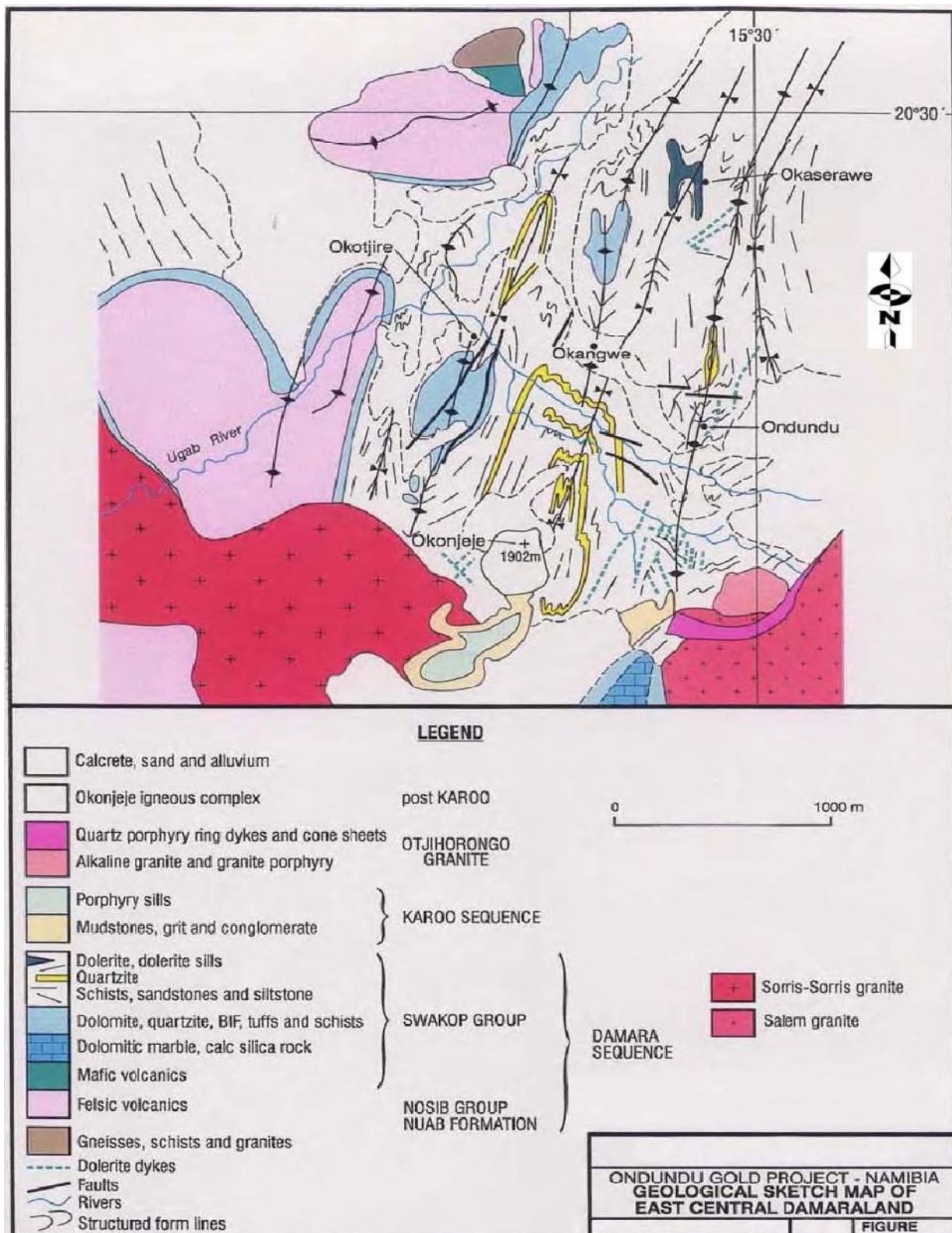


Figure 7-2: Ondundu Regional Geology
(Westport Resources Namibia after Southern Cross NL)
Structure and metamorphism



Structure

Two deformation events, D1 and D2 have resulted in regional scale folding. N-S compression resulted from the Kalahari/Congo-Kasai collision and E-W transpression from the Brasiliano event.

Folding

Regional

The primary fold structure on the property is a domal low amplitude to wavelength ratio antiform with disharmonic parasitic-drag folds developed near the hinge, east of the axis.

The antiform is asymmetric-parallel, the western limb dipping 30°/280°TN and the eastern limb 50°/090°TN. The axis trends ~185°TN and plunges ~30° to the south. The fold is south vergent. Axial planar S1 is present, trending 160°-180 °TN and dipping 80 - 90 ° west in sandstone and 30°west in argillaceous beds.

Local Property

The parasitic synform-antiform couple share a common limb. Their axes vary between 176°-182°TN and plunge 20°-33°south, roughly parallel to the axis of the Ondundu antiform and coincide with the regional orientation of S1. The superimposed local folding has a poorly developed fracture cleavage, S2, axial planar. The common limb straddles a sinistral shear and displays drag-induced stretching and boudinage.

Smaller-scale folding is frequently found. Disharmonic or asymmetric folding of quartz-carbonate veins in fold noses illustrates the competency contrast between veins and their host rocks. Drag folds are also common in the OMZ.

Faulting

There are two frequently displayed brittle fault orientations; EW and NS, with a third, possibly conjugate 050°-320°TN set.

The Margarethental Fault Zone (MFZ), bounds the OMZ to the north.

The MFZ, while apparently a normal fault, has a component of strike-slip. It has displaced the parasitic folds >100m dextrally. Immediately north of the MFZ, the folds are drastically attenuated. The MFZ dips ~80°/000°TN in the vicinity of the OMZ.

The MFZ is concealed beneath alluvium and regolith. Trenching in the 1980's exposed it as a +1m wide chloritised mylonite (cataclastite). Resistivity and VLF surveys suggested a 300+m down-throw to the south.

Given its proximity to the Waterberg thrust, it is worth considering that the MFZ may be a failed thrust splay, reactivated as a normal fault. Essentially its later movements seem that of an oblique wrench fault.

North-south directed faulting is largely confined to the hinge zone of the OA. Two main NS faults, apparently reverse faults during deformation, displace the local fold structures. They

have a left-lateral sense of movement. Bounding fractures to the east and west of the OMZ have been exploited by dolerite and lamprophyre dykes.

Notably these fractures, while having sinistral shear sense are mostly unmineralized. Possibly silicification of the OMZ rendered it competent enough that when fractures were reactivated in a brittle rheologic regime, they behaved as normal faults.

Shearing

Shearing on the property is best demonstrated in the hinge-zone of the OA. In the OMZ, a sinistral shear zone, approximately 50m wide, infests the common limb of the synform/antiform. Stretching, boudinage and intense shearing in fine-grained lithologies typify the deformation found in the zone.

Two lesser shear zones bracket the common limb shear, both having a sinistral sense, though with nominal displacements. Together they are an enechelon shear set, and fairly confine Au mineralisation to a 1500m wide corridor. The southern end of the OMZ sees these features converging.

Cleavage & foliation

A strongly developed axial planar cleavage is developed in the fine-grained lithologies. Foliation is displayed to a greater or lesser degree.

Jointing

Three joint sets are commonly observed in the OMZ. Axial planar and bedding concordant joints are best expressed with a third set EW oriented but not as well developed.

7.2 Property geology

Stratigraphy

Neo-Proterozoic Kuiseb Formation rocks of the Upper Swakop Group has been inferred to outcrop over much of EPL 3195 as a monotonous succession of argillaceous and arenaceous lithologies.

Depositional setting and lithologies

A sequence of interbedded upward-fining sandstones, arkose, siltstones, mudstones, shales and minor carbonates, derived from turbidite deposition into a basin repository are the dominant rock types, with units often grading into one another or intimately intercalated but are overall prograding successions. A volcanoclastic component is present.

The Swakop Group in the nCZ/SCZ is thought to be on the order of a 9,800metre succession.

Sandstones

Units of sandstone are metre scale in thickness and fairly continuous, weathering positively to form distinct ridges which may be followed considerable distances along strike. They are grey-green on fresh surfaces, weathering to orange-brown due to limonite after sulphides.

Compositions range from almost pure quartz sandstone to more micaceous and feldspathic and with increasing volcanoclastic components, arkosic. They are mainly medium-grained and commonly calcareous.

Sedimentary features have not been completely obliterated during metamorphism. Load casts, ripple casts, slumping and cross-bedding are commonly visible in outcrop.

Alteration minerals include hematite, limonite, sulphides, sericite, chlorite and siderite, leaving “spotty” iron-stained weathering surfaces.

Jointing, axial planar cleavage, foliation and brittle shearing are noted in the field.

Siltstone-mudstone-shale

The finer-grained rocks weather negatively and are much less conspicuous in outcrop. Fresh surfaces are grey-grey-green to black with brown-rust weathering colours. Graded bedding and alternating bands of coarse-fine are common.

Sedimentary features include load-casts and fluting where sandstone is present.

Alteration minerals are less common in the fine-grained, less permeable rocks. Carbonaceous shales often have a high sulphide content (possibly diagenetic).

These more fissile rocks are most likely to host concordant, (bedding parallel), quartz veins.

Intrusives

Karoo-age Diabase dykes and sills intrude the Kuiseb Fm. metasediments. Fine-grained green-black on fresh surfaces, they weather to brown rounded boulders “cannon balls”.

They were emplaced mainly along NS and NE-SW directions.

Lamprophyre dykes are noted, intruding along generally EW fractures.

8 DEPOSIT TYPE

The regional setting of the Ondundu Project is imbued with all the elements of structure, intrusive character, and original volcanoclastic geology interfingered with arenaceous and argillaceous rocks that within the orogenic formation and subsequent tectonic evolution that would yield a variety of epithermal suites of deposits. Gold deposition is favourable during the extensional and compressional-collision phases of the orogenic evolution. Minor gold mineralisation is present in the massive sulphide deposits of the Matchless Amphibolite Belt, emplaced during the extensional phase. The compressional-collision phase was characterised by deformation, metamorphism and granitic igneous activity. Gold deposits that formed during this stage include gold associated with thrust zones; turbidite-hosted gold; and marble and calc-silicate-hosted gold. The genesis of these gold deposits is related to episodes of hydrothermal fluid generation during tectonism, metamorphism and magmatic activity.

The primary exploration targets on the Ondundu Project belong to a class of hydrothermal gold deposits that are orogenic in nature and occur within structural folds of sediments.

Mineralization occurs as saddle reefs and as discordant veins and stockworks, predominately in anticlinal domes. Structural, lithologic, and temporal trends that encompass large scale Phanerozoic slate belt gold deposits are evident on the Ondundu Project.

Typical examples of the deposit model that have similar tectonic and lithological characteristics, as well as exploration challenges are discussed below:

8.1 Quartz Vein Hosted Gold Mineralisation Victoria, Australia

The gold deposits have generally been regarded as genetically related to the various suites of granitic intrusives. In some gold quartz vein hosted deposits close to granitic intrusives accessory minerals include wolframite, molybdenite, bismuth which are typically associated with granites. Other deposits are distal, up to 29km from known granite intrusions. The gold fields are not zonally distributed in relation to the granite outcrops. The deposits are also characterised by a strong north-south or meridional regional trend to the gold mineralisation.

The quartz veins follow the folding of the sedimentary rocks and are generally regarded as contemporaneous with the granite intrusives. As some of the auriferous quartz veins are at some distance from known intrusives it is considered that this particular style of mineralisation could be formed by remobilisation of quartz and gold from within the sedimentary pile.

The several different veins types, mineral associations and different ages of the host rocks in these deposits suggest that several different periods of gold mineralisation may have occurred.

The age of the major deposits in the Bendigo-Ballarat sub-province is not clear. They occur particularly in sediments which have been subjected to later folding. The gold deposits have generally been regarded as being associated with the later intrusives. Opinion is divided between a contemporaneous folding and mineralising event and an earlier mineralising event which has been subsequently deformed by later folding event. The quartz veins exhibit a great variety in geometry and each deposit is often characterised by a particular vein type. The structures developed probably relates to the intensity of the deformation and the relative amounts of the different lithologies present in the sequence.

Gold was first discovered at Clunes, Castlemaine and Warrandyte in mid-1851. The ensuing gold rush over the next 60 years and production of approximately 2500 tonnes of gold places Victoria amongst the world's major gold provinces. Total Victorian gold production still represents 32% of all gold mined in Australia, and 2% of all gold mined in the world. About 40% of gold production, as well as small quantities of antimony and silver, came from Palaeozoic quartz veins, while the remainder came from Cainozoic placer deposits.

8.2 Bendigo

Gold mineralisation in Victoria is chiefly associated with structurally controlled quartz veins in deformed lower Palaeozoic sedimentary rocks. The bulk of gold production has been from the west of the state across the Stawell, Bendigo and Melbourne Zones. The most prospective gold mining and exploration targets occur in these areas and are all structurally controlled. They include:

- slate belt/turbidite hosted lode gold (e.g. Bendigo, Ballarat),

- volcanic associated gold (e.g. Stawell), and
- sedimentary hosted disseminated gold (e.g. Fosterville).

Geological Setting

Bendigo is the largest goldfield in Victoria with orogenic or 'reef' mines producing 17 million ounces (529 t) of gold and placer mines producing 5 million ounces (155 t) of gold. It has a strike length of approximately 17 km, is up to 4 km wide and is remarkable for its regular trains of chevron folds that have controlled the distribution and geometry of mineralisation. Most gold came from the hinge zones and east-dipping limbs of three anticlines, the Garden Gully, New Chum and Hustlers 'lines', however, significant gold was also mined from other adjacent anticlines. Domal culminations along the main anticlines tend to correspond with well-mineralised portions of the folds. Mineralisation is mostly in west- and east-dipping reverse faults which truncate fold hinges. The famous saddle reefs are composite fault structures controlled by thick, competent sandstone beds. They range from simply folded bedding-concordant veins through to complex structures involving the interaction of limb thrusts, fold hinges and bedding-concordant veins.

The gold endowment of the Bendigo Goldfield has attracted numerous mining companies to the area. Exploration programs aimed at discovering similar styles of mineralisation have focused on either extensions to known mineralisation at depth or along strike to the north beneath shallow transported cover of the Murray Basin. Bendigo Mining have been successful in identifying repetitions of the rich Deborah and Sheepshead lines at depth and are currently in development. To date limited exploration under cover has failed to locate any significant new gold occurrences. The use of geophysical and sophisticated geochemical techniques are now viewed as essential for locating another Bendigo-style deposit. Such techniques might be used to target favourable structural settings or zones of alteration.

The geological modelling of the Ballarat field has identified numerous locations where favourable sites for gold mineralisation exists. Whilst there is still a risk, that not all of the identified sites will have formed economic gold deposits, BGF believe that the majority of them will. In deriving its exploration potential BGF has accounted for the risk that not all of the potential sites for gold mineralisation will in fact contain economic quantities of gold.

At Ballarat there are three regional anticlinoria each of which coincide with a goldfield-Ballararat East, Ballarat West and Little Bendigo. The most productive line, the First Chance Anticline at Ballarat East, has in recent times been the focus of several mining developments both at surface and at depth. In the mid 1990s William Australia NL mined several small near surface supergene deposits for a total of 346 kg of gold. Ballarat Goldfields NL defined an inferred resource of 3.3 Mt at 9.5 g/t gold beneath old workings to depths between 350-700 m. An access decline was commenced and had traversed 1 km (140 m deep) prior to operations being suspended in early 2000. Exploration potential exists for discovering new orogenic gold mineralisation beneath historic production centres and beneath shallow Cainozoic basaltic cover to the north and south of Ballarat.

Mining of the quartz hosted gold deposits was much less extensive over the Ballarat area than the shallow alluvial gold deposits, partly due to a relatively poor understanding of how the quartz hosted gold deposits formed. Regional mapping and modelling of the geology in 3D has enabled geologists at BGF to identify where and how the historically mined quartz

deposits formed. This interpretation is the foundation from which the BGF's exploration targets and ongoing exploration strategy is based.

In summary, the underlying rocks at Ballarat are a series of sands silts and muds that originally formed on a sea floor. As the sands, silts and muds became progressively buried they eventually consolidated into sandstones, siltstones and mudstones (Stage 1).

Well after their original formation, compressive forces on the rocks at depth forced them to buckle and fold. Further compression, resulted in the rocks becoming very tightly folded. As the rocks continued to buckle and fold, each layer was forced to slide at its contact with the adjacent layer of rock to allow the folding to take place. This movement initiated the creation of shear zones which are parallel to the contacts between the sandstones and mudstones (Stage 2). Further compression again, eventually forced the rocks to break forming faults which thrust the rocks from the west side above the rocks to its immediate east. These faults, are known locally at Ballarat as "leatherjacket" faults (Stage 2).

The deposition of gold is interpreted to be one of the last events having a significant impact of the underlying rocks at Ballarat. At the end of the compressive events described above, the rocks relaxed and opened up slightly, allowing for the introduction of gold bearing fluids throughout the rocks at Ballarat (Stage 3). Areas which formed open spaces during this event were most favourable for gold to come out of solution and precipitate out as either fine particles or coarse concentrations (nuggets) of gold. There are a number of specific locations during this event which were favourable for the gold to precipitate. These locations have been identified by BGF geologists as the vertical structures that developed between the sandstones and mudstones, and also at the intersection of the vertical structures and the "leatherjacket" faults (Stage 4).

The geological modelling of the Ballarat field has identified numerous locations where favourable sites for gold mineralisation exists. Whilst there is still a risk, that not all of the identified sites will have formed economic gold deposits, BGF believe that the majority of them will. In deriving its exploration potential BGF has accounted for the risk that not all of the potential sites for gold mineralisation will in fact contain economic quantities of gold.

8.3 Stawell

The bulk of recent Victorian gold production has come from the Stawell Goldfield, the source of 2.5 million ounces (78 t) of orogenic gold and 0.7 million ounces (24 t) of placer gold with reserves in the order of 4.6 million ounces. The main (Magdala-style) mineralisation is in ductile–brittle reverse shear zones related to movement on the Stawell Fault. Mineralisation at the Magdala deposit has been divided into two systems:

Central Lode system where gold is concentrated in high-strain zones at the contact between competent Magdala Volcanics (tholeiitic basalt lava) and less competent metasedimentary rocks, and

Scotchmans (or Hangingwall) lodes which overprint the Central Lode along master faults and duplex faults defined by laminated reefs and flat 'makes'.

The subordinate Wonga deposit is located within the aureole of the Early Devonian Stawell Granite. Here mineralisation is controlled by east-dipping reverse shears within more

massive quartz reefs. The orientation and timing of the Wonga lodes is now believed to relate to a syn-intrusive phase of mineralisation.

Important elements in a simplified exploration model of the Magdala mineralisation include:

- Tholeiitic basalt domes,
- Sulphidic volcanogenic rocks,
- D4 fault structures (northwest trending, west-dipping reverse faults), and
- Pyrrhotite-stilpnomelane-biotite alteration.

The close relationship between tholeiitic basalt domes and Magdala-style gold mineralisation has enabled Stawell Gold Mines to target similar styles of mineralisation up to 100 km north along the Stawell Corridor (the area bounded by the Moyston and Coongee Faults) using geophysics. Detailed magnetics combined with follow-up aircore drilling has been successfully utilised in exploring for similar gold targets beneath shallow Murray Basin cover sediments.

8.4 Fosterville

Mineralisation at Fosterville is distinct from Bendigo and Stawell style mineralisation in that gold is hosted within sulphides disseminated in sandstone. Although not a major producer by Victorian standards, the bulk of the 0.25 million ounces (8 t) of gold production from the goldfield has occurred from recent post-1982 discoveries and highlights the potential of smaller 'forgotten fields' for the modern explorer.

At Fosterville fine grained gold occurs as inclusions in arsenopyrite and pyrite closely associated with unmineralised quartz-carbonate stockwork veins. The stockwork veins have developed along a steep west-dipping reverse fault set which has interacted with fold hinges and favourable rock types to produce dilatant structures surrounded by mineralisation.

Two main fault lines are recognised - Fosterville Fault, mineralised over 7 km, and O'Dwyers Fault mineralised over 3 km. Recent work on the controls of mineralisation have emphasised the importance of:

- Steeply west-dipping rock sequence containing black shale on the eastern limb of a syncline;
- Bedding parallel faulting (Fosterville Fault) along the black shale unit;
- Splay faults which propagate into the footwall across the smaller synclinal fold hinge;
- Vertical repetitions of the splays at depth; and
- Lithological contrast between sandstones which provide a porous brittle host and siltstones which restrict or cap the mineralising fluid.

The position of the Fosterville and O'Dwyers Faults (the latter intruded by rhyolite dykes) can be traced using bedrock geochemistry. This approach has enabled the faults to be

located both at surface and beneath cover to the north and south. Threshold values of 100 ppb gold and 100 ppm arsenic currently outline known deposits with antimony also used as a pathfinder element. Induced polarisation surveys have also been used to define the position of the faults and associated sulphide concentrations. Potential exists for discoveries both along strike under cover and in parallel structures to the east and west.

8.5 Castlemaine

It is clear that the poor historical mining outcomes of a number of mines can be attributed to inadequate geological understanding of the major structural controls on gold mineralization. Overuse of the Bendigo Saddle Reef model saw the failure of numerous attempts to develop the field at depth and the loss of confidence in the overall field. Saddle Reefs were a relatively small proportion of the goldfields past production compared to near surface spur and laminated quartz veins. It is conclusive that the west-dipping faults are the main plumbing control for gold in the Goldfield (Figure 8-1).

They are not always continuous, and can commonly step in an en echelon manner when bedded. The intersection of West and East dipping faults is often a focus for the greatest structural dilation and thus greater quartz reef volumes.

The mineralisation model developed to explore the Castlemaine Goldfield is shown in the block diagram below. Within this model stacked sets of West-dipping faults and fault splays with associated gold-bearing quartz veins and breccias are collectively referred to as “fault reef” lodes. These lodes are staggered within the west dipping fault planes due to the acute angle of these faults to the North trending folding. The best lodes are developed where the fault breaches the eastern fold limb. Repetition of reef lodes can occur across adjacent anticline folds both along strike and down dip. This model suggests that when discovered, the lodes are likely to be discrete and well defined in geometry and that it is possible to have a number of deposits located within relative proximity to each other.

The Wattle Gully mineralisation is a classic example of a “fault reef” lode and the model explains why prospecting to depth in the vertical plane adjacent to the anticline commonly failed in the Castlemaine Goldfield. A number of examples exist, such as the Quartz Hill and Ajax mines, which although highly successful at shallow depths failed to prosper at greater depths.

The major geological conclusions and outcomes of this period of study were:-

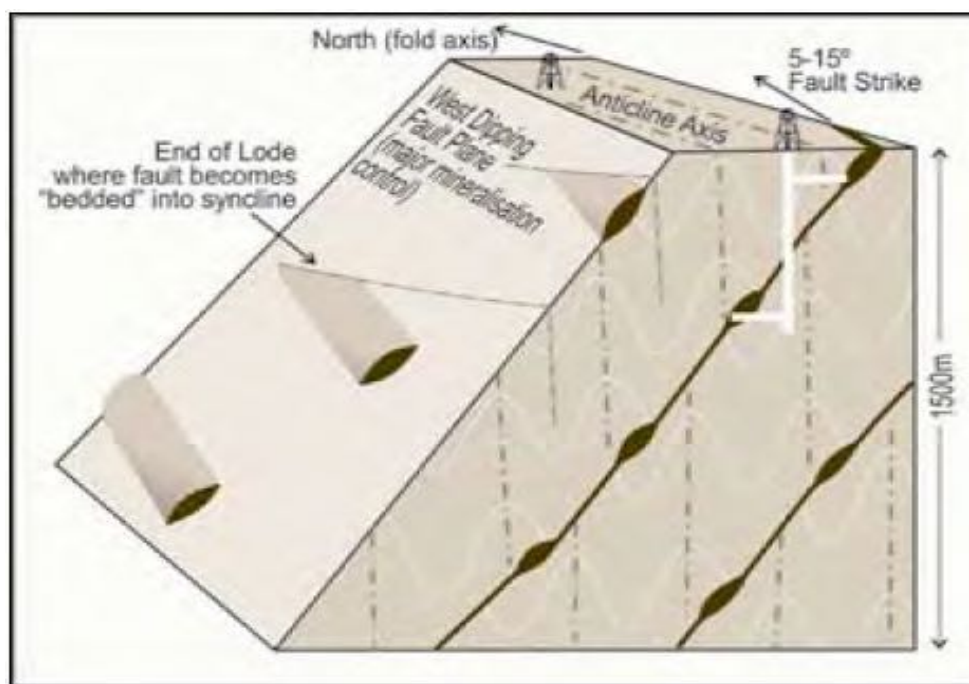
- The gross stratigraphic plunge is shallow towards the North, however;
- Local plunge reversals, which are important to gold mineralisation, exist, and are short lived at regional scales.
- The regional fold axes locations are now accurately defined in 3 dimensions.
- East-dipping faults generally strike slightly West of North and West-dipping faults strike slightly East of North.
- Approximately 50% of Castlemaine mines were developed on East-dipping “bedded”
- faults, although nearly all these have a nearby major West-dipping fault.

- The Francis Ormond Fault is a major Westdipping fault with similar displacement to
- the Wattle Gully fault which hosts gold mineralisation at that mine. This fault has now been linked between a number of mines over a distance of 1.4km.
- It is possible that the Francis Ormond and Wattle Gully Faults are part of the same fault system – and even connected.
- Two newly defined West-dipping faults the Fiddlers and Englishman's Faults, are interpreted at Castlemaine North.

Extensions to the following major fluid controlling West-Dipping Faults:- Cemetery, Burns Hill, McDermott's, Francis Ormond, Milliken's have been postulated or proven.

A deeper understanding of the mining and investment environment since the 1850's has been gained. This information has been important in defining why the mines at Castlemaine were not developed to greater depths such as elsewhere in Victoria during the same period.

Figure 8-1: Castlemaine Gold Showing N-S Anticlinal Orientation
(Castlemaine Goldfields Ltd)



9 MINERALISATION

Gold mineralization found by Westport and previous operators on the Ondundu property is confined to the quartz-carbonate veins and within the country meta-sedimentary country rocks. Mineralization confined to semi-conformable silicified zones within metasediments is located in the central portion of EPL 3195 known as the Ondundu Main Zone ("OMZ"). Copper, plus gold mineralization has also been identified in the northern portion of EPL 3195 where fractures have acted as conduits for secondary Cu minerals (malachite, chrysocolla, azurite and cuprite) within an area known as OD6 "Zebraberg".

9.1 Ondundu Main Zone (OMZ) Au quartz-carbonate veins

Historical work including 28 diamond drill holes totalling 5,583 metres completed in the 1980s and 11 shallow diamond drill holes totalling 547.7 metres completed by Westport in 2006 targeted the OMZ. Higher grade values are associated with quartz carbonate vein (Figure 9-1), while lower grade values are associated with the surrounding metasedimentary host.

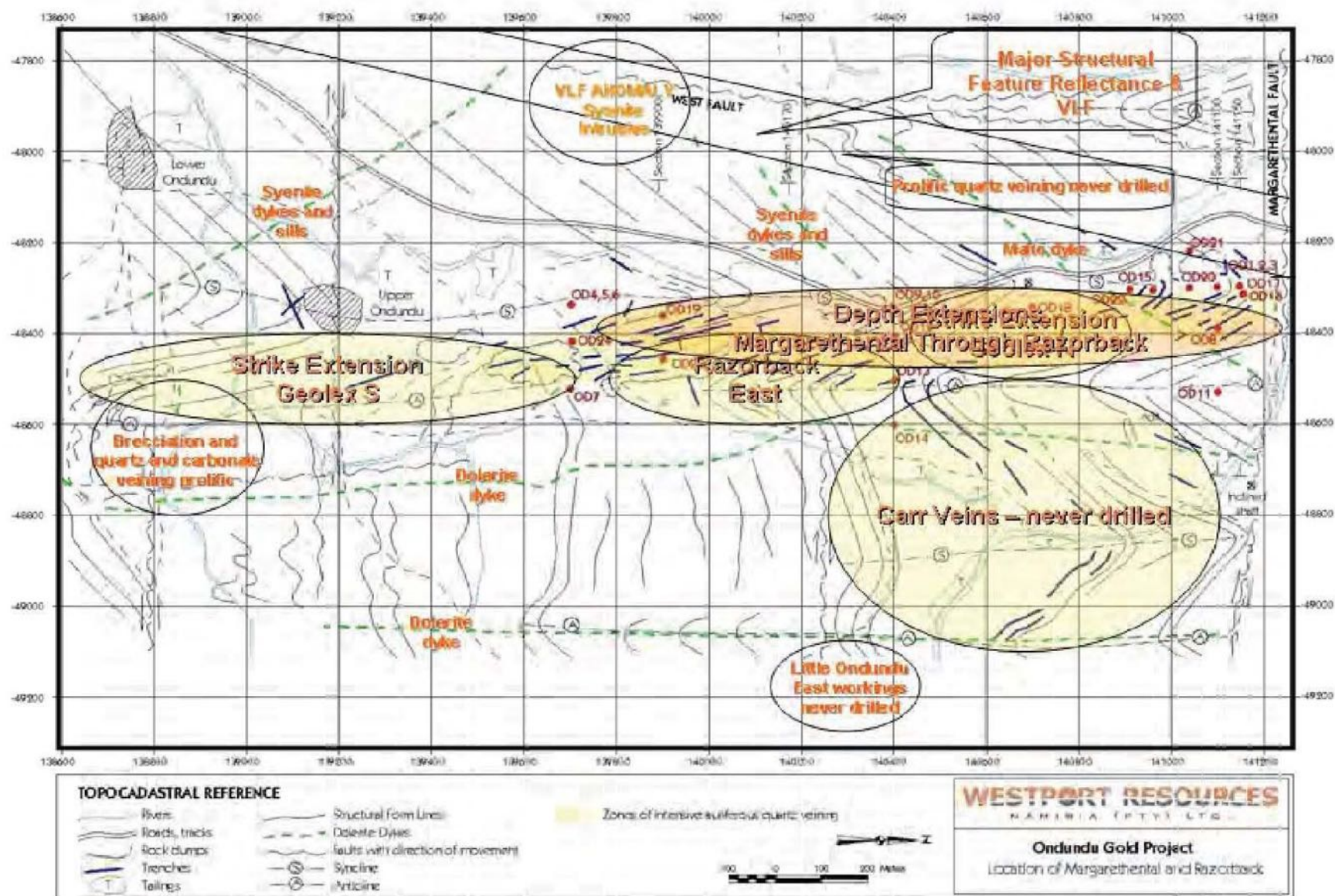
Figure 9-1: Conformable Quartz Carbonate Vein Hole OD038



Drilling has tested a 1.5 km by 200-300 metre wide area of a 2.7 km by 200-300 metres area of mineralization identified by surface mapping, historic workings and sampling within the OMZ.

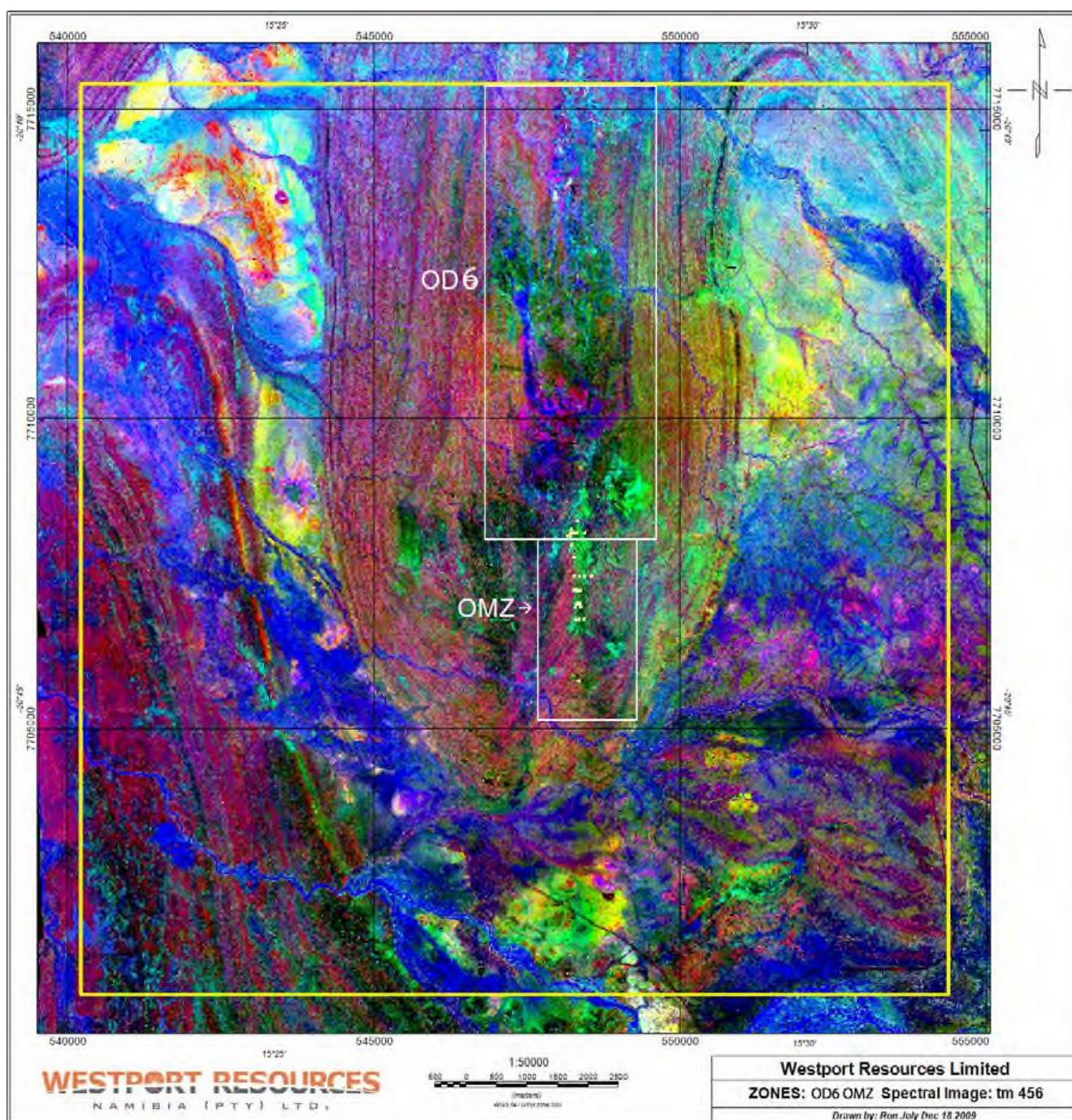
Width of the OMZ mineralization is variable along strike with intersection widths 100 and 250m and most likely controlled by structural buckle in a ductile phase later being exploited by epithermal fluidization pulses. There however does seem to be a stratigraphic connect (seen from historic workings) between the northern portion of the OMZ and the Carr veins immediately to the east (Figure 9-2). Due to the plunge of the deposit this was never drill tested.

Figure 9-2: EPL3195 – OMZ Schematic Surface Geology and Prospectivity



Ground spectrometry and hyperspectral data (Figure 9-3) further supports that the mineralisation is wide spread within the turbidite sequence and that further potential exists to the north of the Margarethental fault traditionally viewed to be the northern limit but contradicted by the only hole drilled on the northern side (OD 027 averaging 0.4 g/t over 291m with 83 vein sets bearing gold over and above the lower grade carry of the metamorphic country host rock).

**Figure 9-3: Ondundu Hyperspectral Data
(Westport Resources Namibia)**



Three types of veins have been recognised in the course of geological mapping:

- The OMZ mineralisation occurs in largely bedding conformable glassy grey laminated quartz-carbonate veins. They were emplaced syn-tectonically and deformed during D2
- A set of stockwork-type (en echelon) tension-gash (Ridel) veinlets at high angles to the N-S shear are a notable component of the mineralisation.
- Undeformed, narrow (1-5cm) E-W oriented quartz veinlets, possibly emplaced during Karroo times are nominally Au bearing, likely as a result of remobilization.

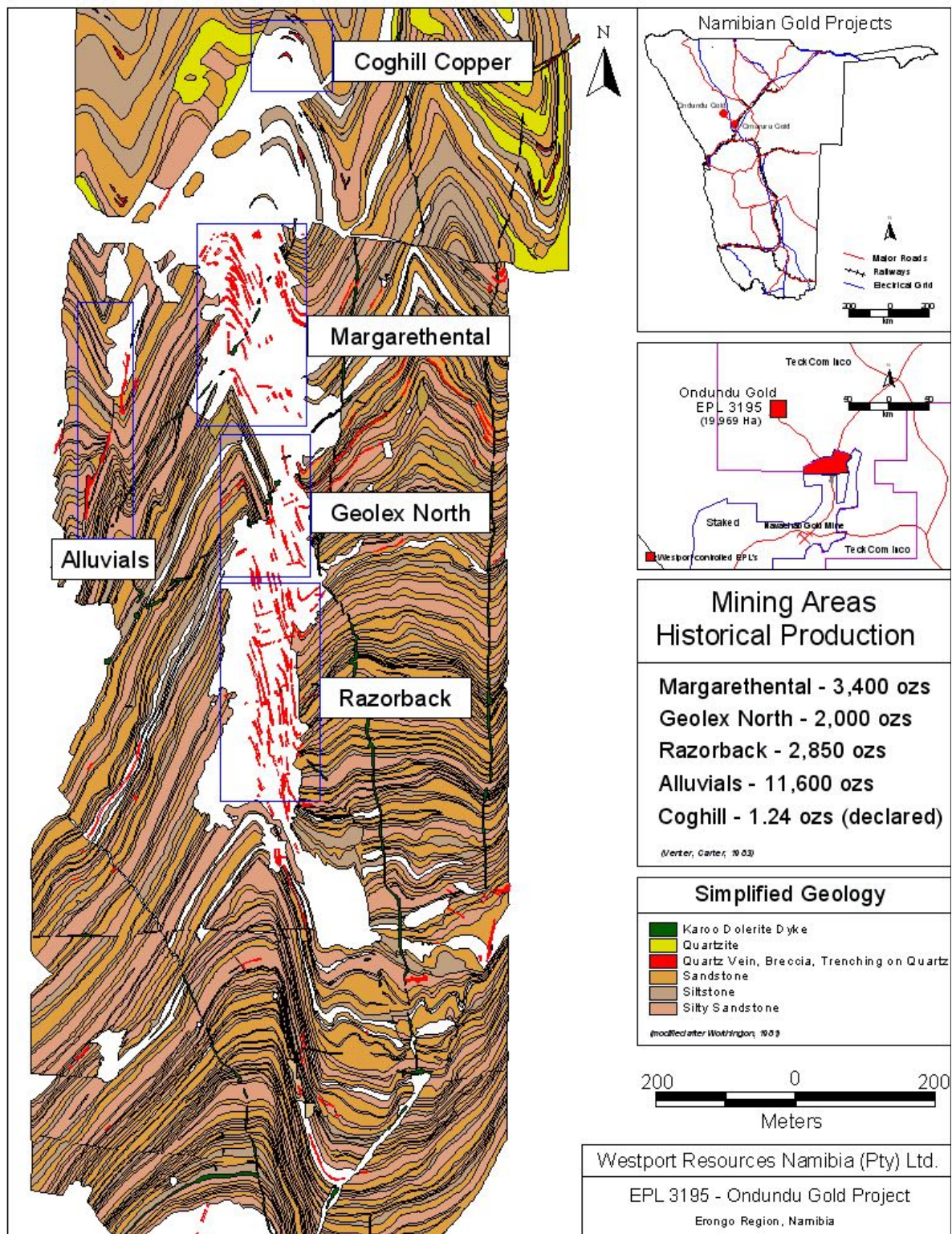
A third variety of veining, massive barren milky quartz which cross-cut lithologies, are found in the OMZ. They pinch and swell over short distances and form blows in places. These veins do not carry any gold mineralization.

Gold is free milling and relatively coarse grained. Accessory minerals include pyrite, arsenopyrite, chalcopyrite, pyrrhotite, marcasite, siderite, ankerite and limonite. Minor amounts of sphalerite and galena have been noted.

Temperature of formation for the quartz veins was +400degrees C and 350-400degrees C for the carbonate veining suggesting an epithermal paragenesis as opposed to metamorphic dewatering in the lower greenschist facies although such dewatering was probably an initial remobilization process.

Map of Ondundu showing parasitic folds on the nose of the large antiform and the gold deposit along a shared limb of a small anti/syncline. Only systematically drilled over the northernmost 1.5km of a 2.7km long target and excluding immediate surrounds (Figure 10).

**Figure 9-4: Ondundu Geological Map
(Westport Resources Namibia)**



Alteration

The alteration assemblage in the OMZ is primarily:

- Silicification; displayed in quartz blows and cross cutting veins, micro-crystalline amygdales and adularia but determined to be low potential in gold content (Worthington, 1981) a thesis untested to date. These later stage quartzitic occurrences occur together with remnant magnetite boxworks (now haematite/limonite) together at times with arsenopyrite further giving credence to multi-stage epithermal events and not consistent with metamorphic dewatering.
- Sulphidation: expressed in arsenopyrite seen as the main scavenger of gold from the sediments, pyrite and to a lesser extent chalcopyrite, pyrrhotite, marcasite, and minor amounts of sphalerite. These do not occur as massive sulphide zones and represent a low sulphidization environment.
- Hematization: seen clearly from the hyperspectral images defines the deposit and results from the alteration of magnetite and later further to limonite a paragenesis consistent with the epithermal thesis and is the reason for poor definition of the deposit through ground magnetic surveys.
- Brecciation: Worthington noted as early as 1981 that breccias blows noted in places are evidence of hydrothermal events
- Carbonization; Noted as an early and later stage event with ankerite and siderite closely associated with the gold bearing quartz phases (coarse) and finer fibrillose veins in the sediments especially down plunge where a syenite body was drilled in OD28.

In the context of lower greenschist metamorphism where primary sedimentary structures have been preserved none of these assemblages are consistent a thesis other than multi stage epithermal events giving rise to the mineralization.

The main gangue minerals are quartz, calcite, hematite, siderite and chlorite.

9.2 Ondundu North Cu/Au (Zebraberg) – OD6 Grid

This area is defined from the Margarethental Fault in the south to the northern extent of the EPL boundary, which in the south contains faulted out northern extensions to the OMZ Au deposit, has new hyperspectral ground geophysics anomalies corresponding with historical works soaked in quartz veining, areas historically mined for Cu/Au, anomalies corresponding with tourmalinisation, haemetisation, albitisation, sericitisation, metasomatism and ground geophysical anomalies.

The sheer scale (6kmx4km) of alteration and metasomatism together with known Cu/Au mineralization, legacy Cu/Au/As soil anomalies, Cu/Au rock chip anomalies, old workings and mapped breccia bodies corresponding with hyperspectral anomalies and recently generated VLF anomalies highlights the prospectivity of the northern OD6 area and potential for a setting differing significantly from the Au only deposit model to the south.

The Zebraberg OD6 Grid area is predominantly Cu/Au mineralized, with complex stratigraphic and structural controls demonstrated.

Brittle EW fractures have acted as conduits for secondary Cu minerals (malachite, chrysocolla, azurite and cuprite), derived from enriched sedimentary/volcanic units at depth in the anticlinorium. Up to eighteen breccias blows have been noted in the field, some containing significant amounts of pyrite in the matrix. Numerous gossans have also been noted.

Large stratigraphic base metal geochemical anomalies in the core area of the antiform were delineated by General Mining (1965) and TCL/Goldfields (1980 – 1992) work.

Small scale mining by trenching has been carried out Goldfields in the 1950s, however no significant ore reserves were defined. Drilling by during the 1980s (5 diamond holes) did not intersect mineable grades.

Aeromagnetic and radiometric surveys conducted after TCL/GFN work have shown interesting targets not identified at the time.

Alteration

The alteration assemblage in the OD6 area is primarily intense potassium and sodium metasomatism, phyllic, propylitic, argillic, silicification, sulphidation, hematization, carbonization, pyritization and brecciation.

As an area deeper in the anticlinorium It differs markedly from that in the OMZ gold only area to the south in terms of complexity and intensity of alteration together with more intrusive bodies, and an intensely altered sandstone unit and more massive sulphide mineralization. To quote S Galloway “The number of contributory causes including long lived, probably overlapping (temporally and spatially) hydrothermal systems, regional metamorphic effects (prograde and/or retrograde) and surficial weathering processes.” It was also more studied for alteration styles by GFN in the late 1980s (Galloway, 1989).

- Metasomatism: Intense Boron metasomatism led to the large scale tourmalinization and silicification in the area both as a pervasive hypogene stratabound alteration phenomenon confined to silicious sandstone horizons and at time fracture controlled but is also encountered as pervasive alteration features in distinct plugs and breccia pipes. Course tourmalines overprint other mineralogy particularly the limonite rich zones pointing to secondary remobilization.

Silica-Pyrite-Clay (“Paquatite” for Pyrite, Albite, Quartz, Tourmaline) hydrogen metasomatism consisting of an extremely fine grained assemblage containing abundant pyrite expressed strongly in the lower sandstone units and can most likely be classified as advanced argillic alteration.

Albitisation or sodium silica metasomatism is the most widespread and seems to be invariably associated with dolomitisation. This is an important feature in the sandstones which host the brown hydrothermal dolomites on the western side of the anticlinal core (Galloway,1989). It is a common associate with the widespread loci of brecciation in the northern part. The brecciation is seen to be succeeded by carbonatisation.

- Carbonatisation: commonly associated with albite rich rocks seems to be a common late stage alteration phase in the sandstones, lamprophyre dykes, mafic plugs and albitite plugs indicating various phases of introduction.
- Sulphidation is in evidence throughout the area in various minerals (malachite, chrysocolla, azurite and cuprite and arsenopyrite and pyrite).
- Ferruginization: as a product of both hypogene and supergene processes associated with both E-W structural controls and stratabound replacement gossans in the sandstones including dolomite replacement lenses, pyrite blasts in the tourmalinised sandstones and breccias.
- Other Alteration: recognized in thin section and in the field include muscovite, sericite, margarite, biotite, fuchsite, chlorite, epidote and serpentinite possibly associated with both supergene and hypogene (propylitic, argillic and phyllic) alteration processes.

10 EXPLORATION

Exploration work prior to 2005 is included in the History section of the Report.

10.1 Exploration work 2005-2006 conducted by Westport

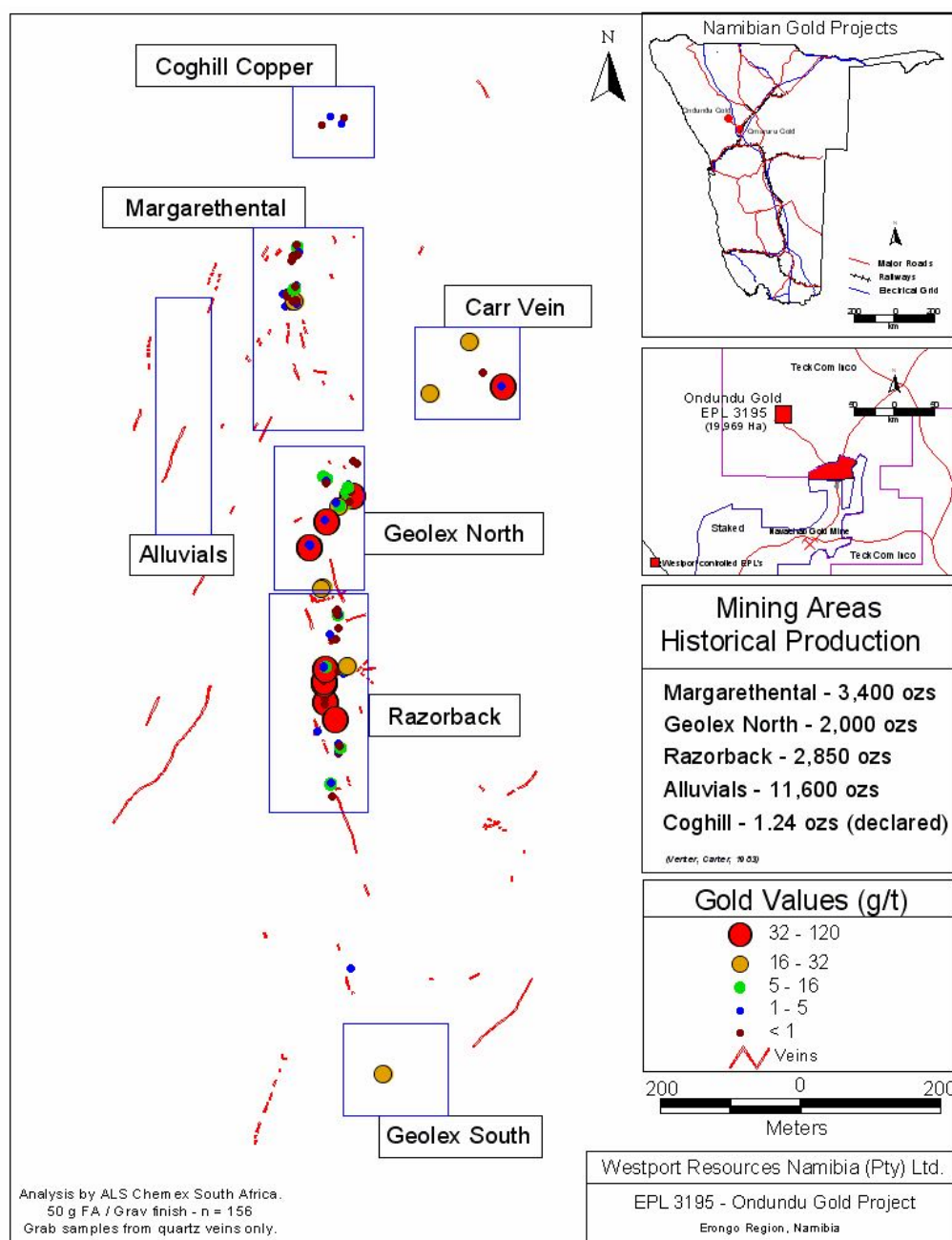
Confirmation Sampling

In May 2005, Westport completed a verification surface sampling program at the Ondundu gold project. A total of 156 grab samples were collected from quartz veins exposed along a 2.7 km long ridge that marks the OMZ. Eighty eight samples reported gold in excess of 1.0 g/t gold with the maximum value returning 119.5 g/t gold. Four samples returned no significant values (Figure 10-1). The initial results confirmed the broad extent and general tenor of mineralization within the OMZ.

Table 10-1: Confirmation Assay Results

Number of Samples	Gold Results g/t
10	≥32
10	≥16
12	≥8
56	≥1
68	≤ 1

Figure 10-1: 2005 Confirmation Sampling

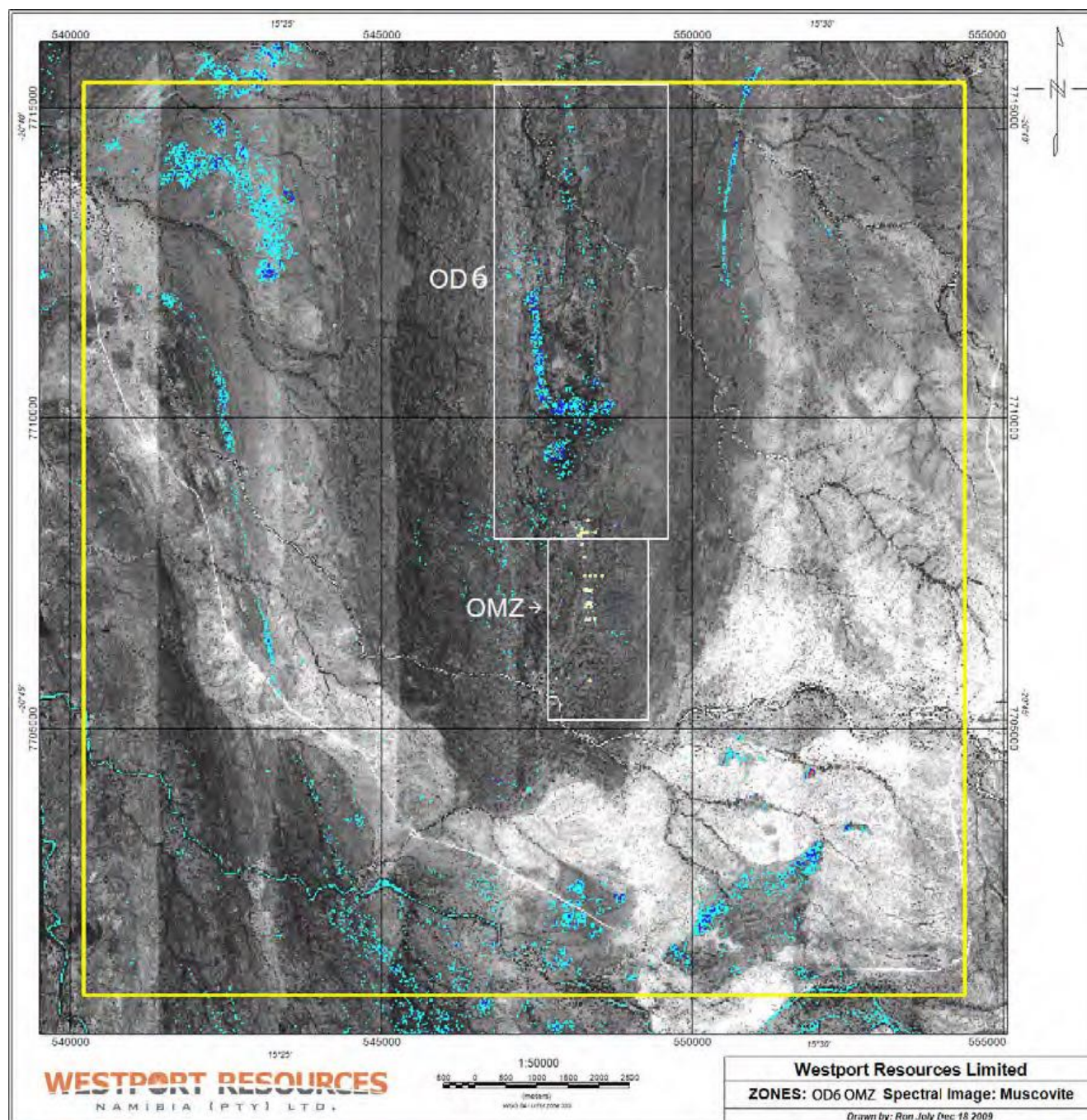


Hyperspectral Survey

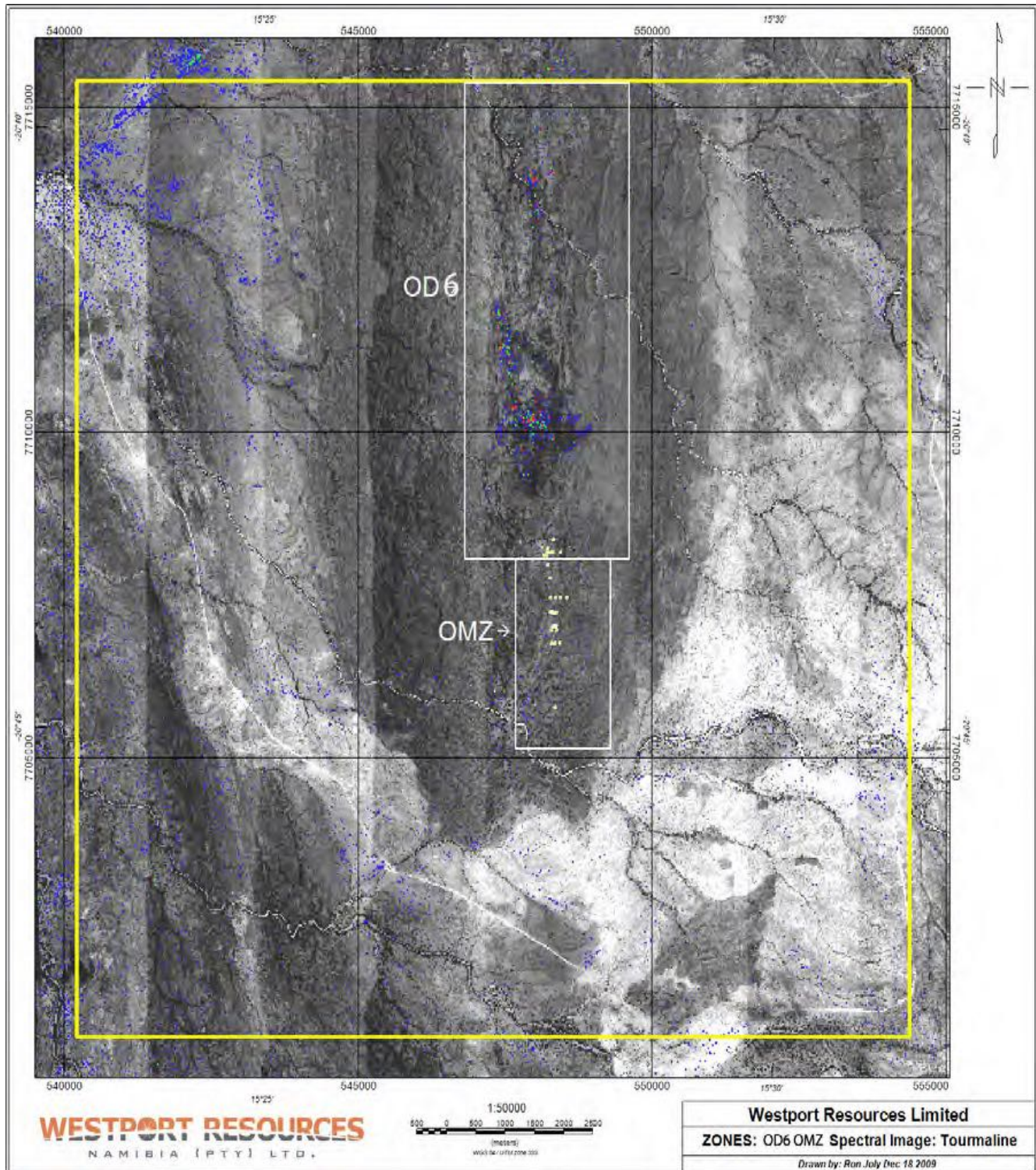
In November 2005, Australian based HyVista Corporation was contracted by Westport to complete an airborne hyperspectral survey over the entire Ondundu project. Hyperspectral surveys are a no-impact exploration technique for obtaining short wavelength infrared (SWIR) images of the surface of the earth. The HyMap SWIR scanner owned by HyVista Corporation was mounted in an aircraft to over-fly target areas at a height of about 2500m, achieving a spatial resolution of 4.5m. Preliminary inspection of hyperspectral images revealed the presence of a range of interesting and potentially prospective structural, lithologic and alteration features worthy of detailed investigation. In view of the above, an appropriate software was acquired – ENVI Image Analysis Software (ENVI 4.2). This

software enables one to visualize, analyze, manipulate and present the recently acquired hyperspectral data. The program successfully mapped the distribution of white mica and tourmaline. Alteration assemblages commonly associated with sediment hosted orogenic deposits are often characterized by Al-poor white mica with a longer wavelength absorption feature at $2.210\ \mu\text{m}$ (Figure 10-2), Tourmaline is also present near the epithermal-like deposits, suggesting that it may be an integral part of these systems (Figure 10-3).

Figure 10-2: OD6 and OMZ areas relative to the Hyperspectral Anomalies – Muscovite (Westport Resources Namibia)



**Figure 10-3: OD6 and OMZ areas relative to the Hyperspectral Anomalies –
Tourmaline
(Westport Resources Namibia)**



Stream Sediment Survey

A regional stream sediment sampling of the entire exclusive prospecting license area- EPL 3195, was deemed necessary by Westport in order to:

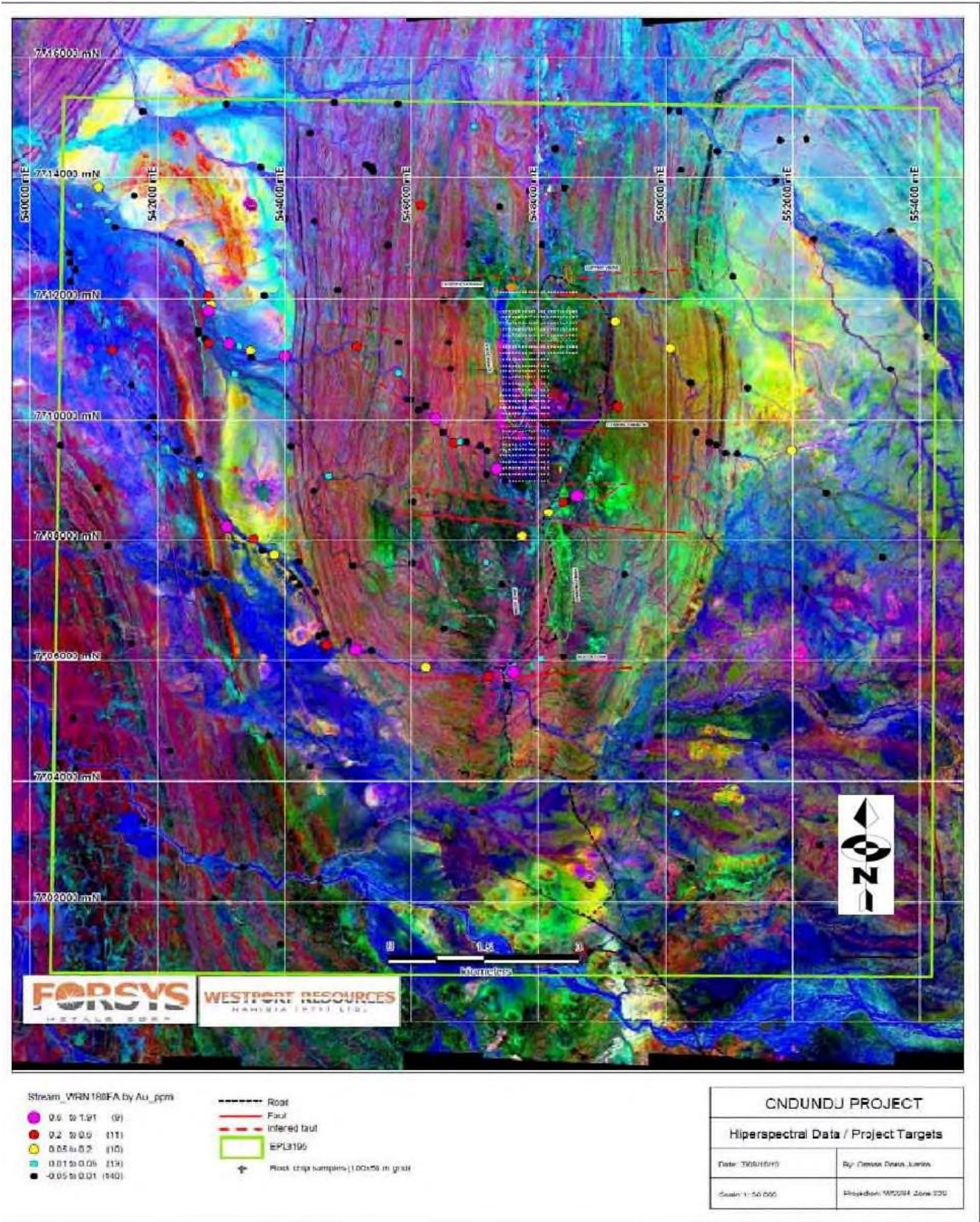
- Determine and trace primary sources of copper and gold in the EPL area;
- Determine potential correlation between copper and gold mineralization in the area; and
- Determine the overall mineral potential of the EPL area and hence identify new targets for further exploration.

In January to February 2006 a regional stream sediment survey covering the entire Ondundu Project was initiated. A total of 126 stream sediment samples were collected from the entire EPL area and sent for analysis for utilizing two size fraction (-1000, +500 microns material and -180 microns material). Samples were mainly collected from first and second order streams at about 1km spacing between sample sites. Approximately, 12 kg of -2000 microns material have been collected at each sample site.

These results show some anomalous gold values from two main rivers in the area, which both seem to drain from the Ondundu main ridge (Figure 10-4). Two assumptions can be drawn from the position of these anomalous values. The first assumption is to assume that gold at these points originated from the main ridge and transported downstream with time. The second assumption is that the gold originates from localized sources and was introduced in to the main stream by adjoining tributaries.

A follow-up sampling program that targeted small adjoining tributaries feeding the two main streams upstream of elevated/anomalous gold values points was completed. A total of 53 samples have been processed and stream sediment sampling assay results continue to reveal substantial gold occurrences in two different streams in the area. Values range from as low as 0.11 g/t to as high as 1.91 g/t gold.

Figure 10-4: Stream Sediment Locations and Results



Drilling

In January 2006, Westport completed 11 BQ sized (75mm) diamond drill holes totalling 524.7 meters. The program was designed as shallow infill holes in the Margarethental and Razorback sections covering only a 270 metre section of the OMZ. The results are detailed in the Drilling section of the Report. To date drilling has not been attempted in the middle of the deposit where vein clusters were not evident on surface. Current interpretation indicates that the ore body plunges to the south with the mineralisation hosted within boudinaged tension gashes in the shear zone

10.2 Exploration work 2007-2009 conducted by Westport

Trenching

The focus of the exploration program in 2007 was on the strike extent of mineralization of the OMZ towards the southernmost workings (to be drill verified to depth in future), the potential gold content within the host sediments and broaden exploration over the whole license area to adhere to the obligations of tenure. Multiple trenching programs occurred throughout 2007. In total; 23 trenches were completed for geological rock chip channel sample composites across target geology hosting vein clusters. The strike length potential following trench results is at least 7km over widths of >250-300m in places.

In January and February 2008, 3,043 samples were taken (approximately one per meter) from a 3,043 m trenching program (18 east west trenches spaced approximately 170 m apart) which was completed over the 2.5 km extension of the silicified ridge. So far the highest gold value was encountered in trench 8 with 68.1 g/t and 55.6 g/t, both times over 1 m widths, which does highlight the nugget affect on results. The trenches TR 8, 9, and 14 are of special interest because they have continuous gold grades for > 170 m in intersection width with values ranging between 0.8 g/t and 0.92 g/t and these areas have not been previously drill tested to depth.

**Table 10-2: EPL3195 Ondundu Surface Trench Summary Results
(Westport Resources Namibia)**

ID	Length (m)	Average Gold (g/t)	Max Gold Value (g/t)	Nugget	Observation
TR1-A	63	0.17	2.06		
TR1-B	16	0.56	1.79		
TR1-C	85	0.36	1.79		
TR1-D	16	0.24	0.72		
TR1-E	47	0.34	1.64		
TR1-F	35	0.22	11.65	Not including in average 11.65 g/t AU sample	
TR2	226	0.45	11.90		
TR3	179	0.59	15.25		Missed sample J5132: 141-142 meters
TR3-B	24				Assays pending JB08042901
TR3-R1	5	0.10	0.21		
TR4	254	0.16	4.30		
TR5	264	0.17	2.91		Missed samples J5430 to J5433: 260-264 metres
TR6	163	0.37	33.80	Not including in average 13.85 and 33.8 g/t Au sample	
TR6-R1	8	0.20	0.62		
TR7	259	0.24	4.52		
TR7-R1	15	0.72	8.39		
TR7-R2	20	0.10	0.29		
TR8	170	0.92	68.10	Not including in average 68.1 and 55.6 g/t Au	End in mineralized zone, need extend

ID	Length (m)	Average Gold (g/t)	Max Gold Value (g/t)	Nugget	Observation
				sample	sampling
TR8-R1	5	0.05	0.15		
TR9	201	0.84	16.45		
TR10	209	0.48	11.60		
TR10-R1	14	0.90	7.29		End in mineralized zone, need extend sampling
TR11	193	0.40	18.20	Not including in average 10.4 g/t Au sample	
TR12	160	0.42	5.82		End in mineralized zone, need extend sampling Missed sample I5214: 26-27 metres
T13	240	0.10	1.51		
T14	173	0.18	12.80		
T15	114	0.43	2.15		Also 27m at 0.25 g/t 42 at 0.1 g/t
T16	115	0.10	1.03		
T17A	35				20m at 0.01 g/t (FA-AAS) on the fines
T17B	8				
T18	115	0.11	0.59		Also 94m at 0.02 (FA-AAS) on the fines

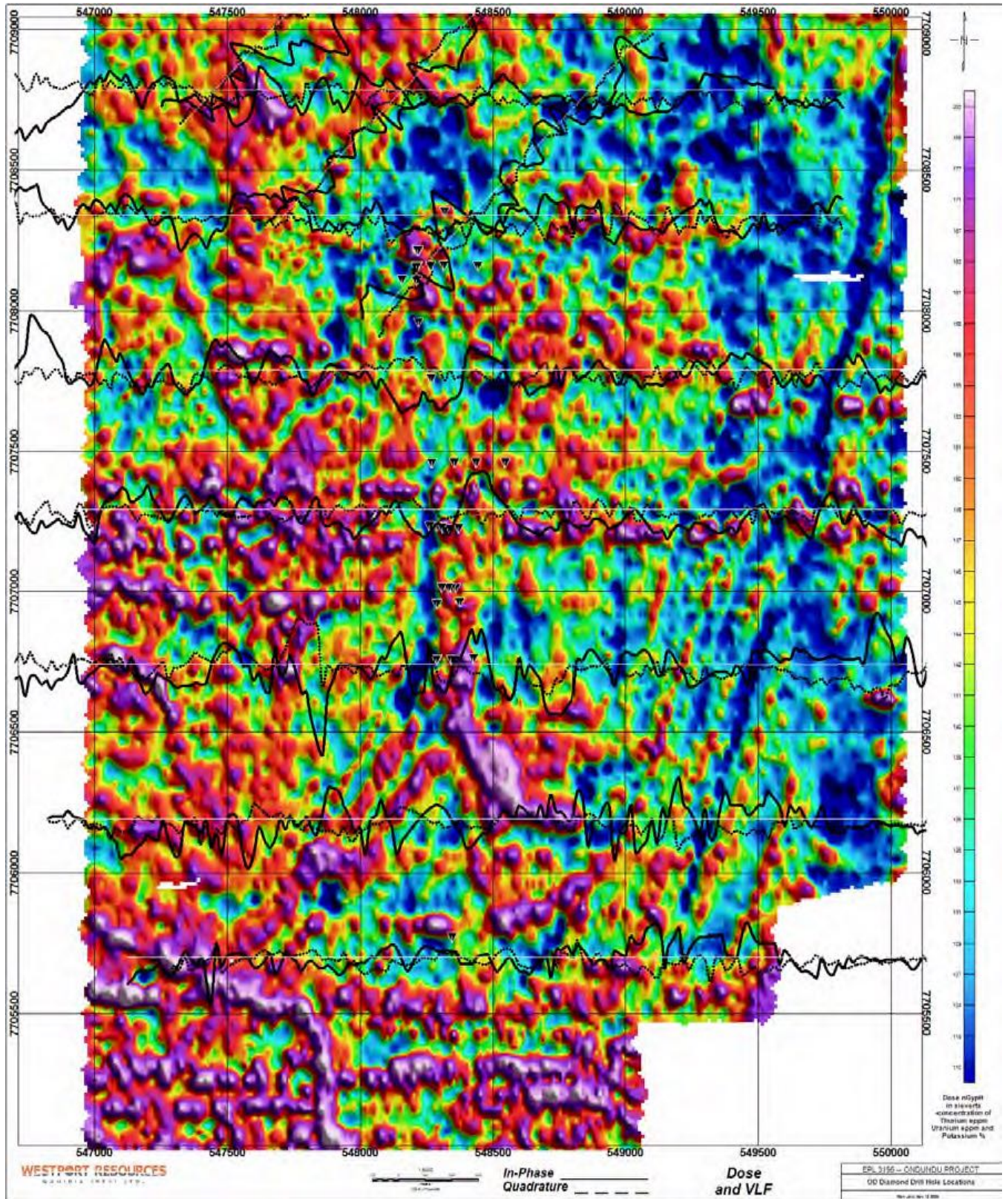
Geophysics

From July 16th through December 15th 2009 a series of in-house geophysical surveys were completed by Westport over the OMZ and OD6 areas. The surveys were completed by Westport personnel under the direct supervision of geophysicist Ronald Joly. None of the extensive geophysical programs have been interpreted by a Qualified Geophysicist. On a rudimentary basis, the ground magnetics and ground spectrometry survey points to anomalies in the south east, north west, east and west of the current drilled area, which is indicative of further resource expansion potential. It is strongly recommended that all the geophysical data be reviewed by an experienced geophysicist and a report be compiled.

Spectrometer Survey

At the OMZ, a total of 83 grid lines comprising 350 km was completed using a Pico-Envirotec Spectrometer. At the OD6 area, a total of 48 grid lines comprising 193 km were completed using a Pico-Envirotec Spectrometer. Ground spectrometry in conjunction with the hyperspectral data has identified anomalies to the north of the Margarethental fault (Figure 10-5) traditionally viewed to be the northern limit but contradicted by the only hole drilled on the northern side (OD 27 averaging 0.4 g/t over 291m with 83 vein sets bearing gold over and above the lower grade carry of the metamorphic country host rock).

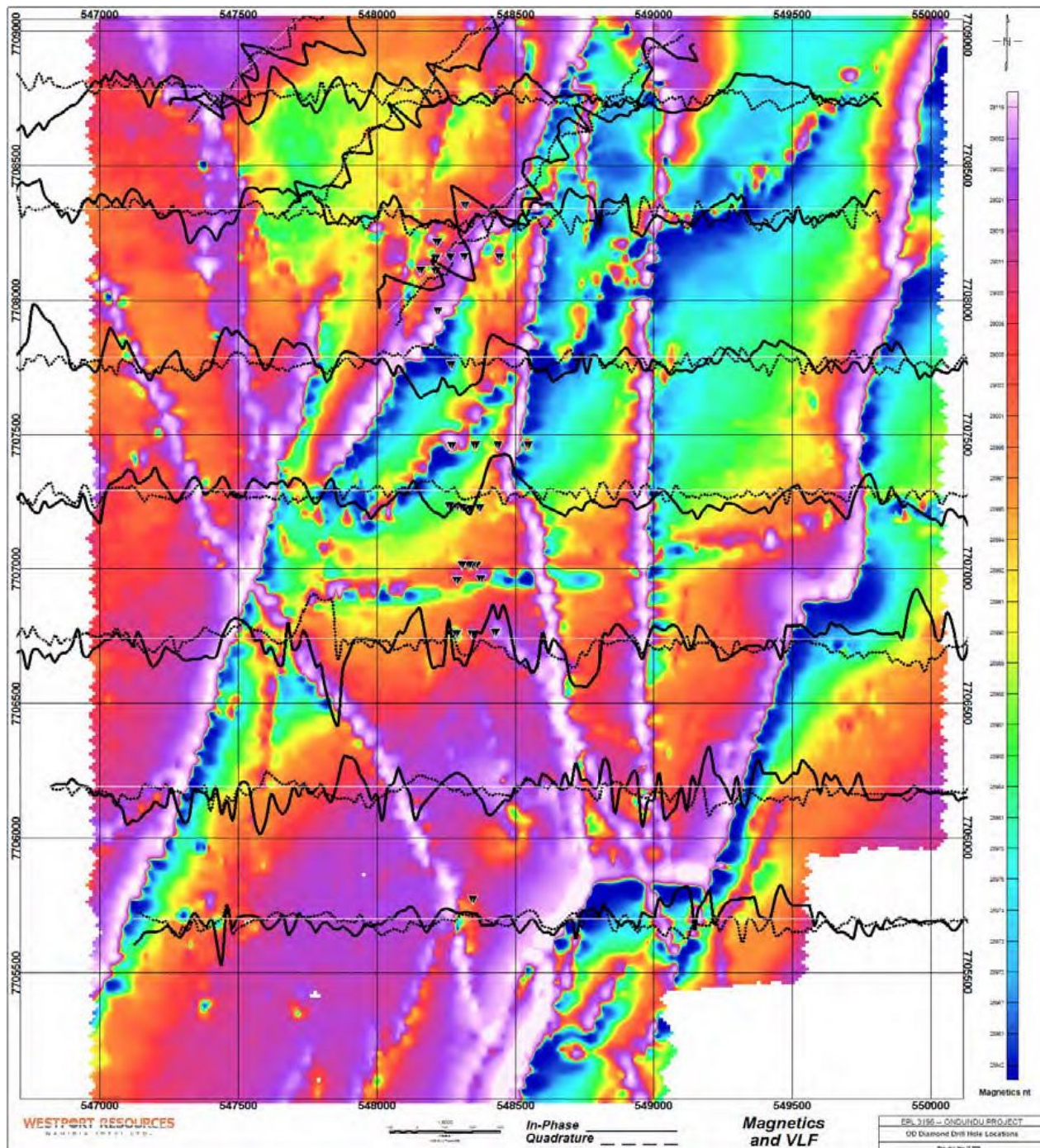
**Figure 10-5: Ondundu Total Count Ground Spectrometry and VLF
(Westport Resources Namibia)**



Ground Magnetic Survey

At the OMZ, a total of 82 grid lines comprising 348 km was completed using a GemSystems GSM-19W magnetometer. At the OD6 area, a total of 47 grid lines comprising 191 km was completed using a GemSystems GSM-19W magnetometer (Figure 10-6).

**Figure 10-6: Ondundu Ground Magnetics and VLF
(Westport Resources Namibia)**



VLF Survey

At the OMZ, a total of 17 grid lines comprising 46 km was run using a Geonics EM17 VLF unit. At the OD6 area, a total of 16 grid lines comprising 47 km was run using a Geonics EM17 VLF unit (Figure 10-6). The magnetic survey successfully defines potential intrusive and the Magnetic plus VLF survey indicates anomalies west of the OMZ drilling, which should be field checked.

11 DRILLING

In January 2006, Westport completed 11 diamond drill holes totalling 524.7 meters. The drilling was completed by Guenzel T/A Guenzel and supervised by Westport geological personnel. Drilling Diamond drill core from the 2006 drilling program was geologically logged and sampled at the Ondundu site. The holes have been drilled along three different section lines: Section 141100/7708170 (OD30 – OD032), Section 140170/7707240 (OD033- OD036 and OD040) and section 139900/7706970 (OD 036 – OD039). The entire core have been split, sampled and assayed for gold. A total of 364 core samples were collected and sent for analysis.

The diamond drilling programme comprised shallow (less than 100 metres vertical depth) infill holes at the OMZ for future bulk sample control in the historically mined and drilled areas (in vein clusters).

Table 11-1: 2006 Diamond Drill Holes Summary

Hole #	Northing	Easting	Dip	Azimuth	Depth (m)	From (m)	To (m)	Width (m)	Gold (g/t)
OD030	7708170	548285	-50	090	20.49	4.48	5.44	0.96	1.16
						14.22	15.44	1.22	1.33
						15.44	16.80	1.36	1.75
OD031	7708170	548265	-60	090	60.14	48.14	49.00	0.86	6.96
						51.07	52.69	1.62	1.12
OD032	7708170	548265	-90	360	60.54	0	2.84	2.84	1.50
						4.29	5.69	1.40	3.96
						21.54	23.04	1.50	1.15
						41.19	42.54	1.35	2.05
						46.30	46.99	0.69	1.51
OD033	7707240	548365	-50	090	50.42	57.54	59.29	1.75	3.90
						8.94	10.00	1.06	2.94
						10.00	10.94	0.94	1.27
						14.90	16.65	1.75	6.18
						16.65	17.79	1.14	2.35
						18.94	20.11	1.17	2.01
OD034	7707240	548335	-50	090	86.22	26.46	27.44	0.98	1.90
						2.45	4.00	1.55	10.75
						35.32	36.85	1.53	4.86
						56.40	57.85	1.45	1.79
						74.22	75.85	1.63	1.36

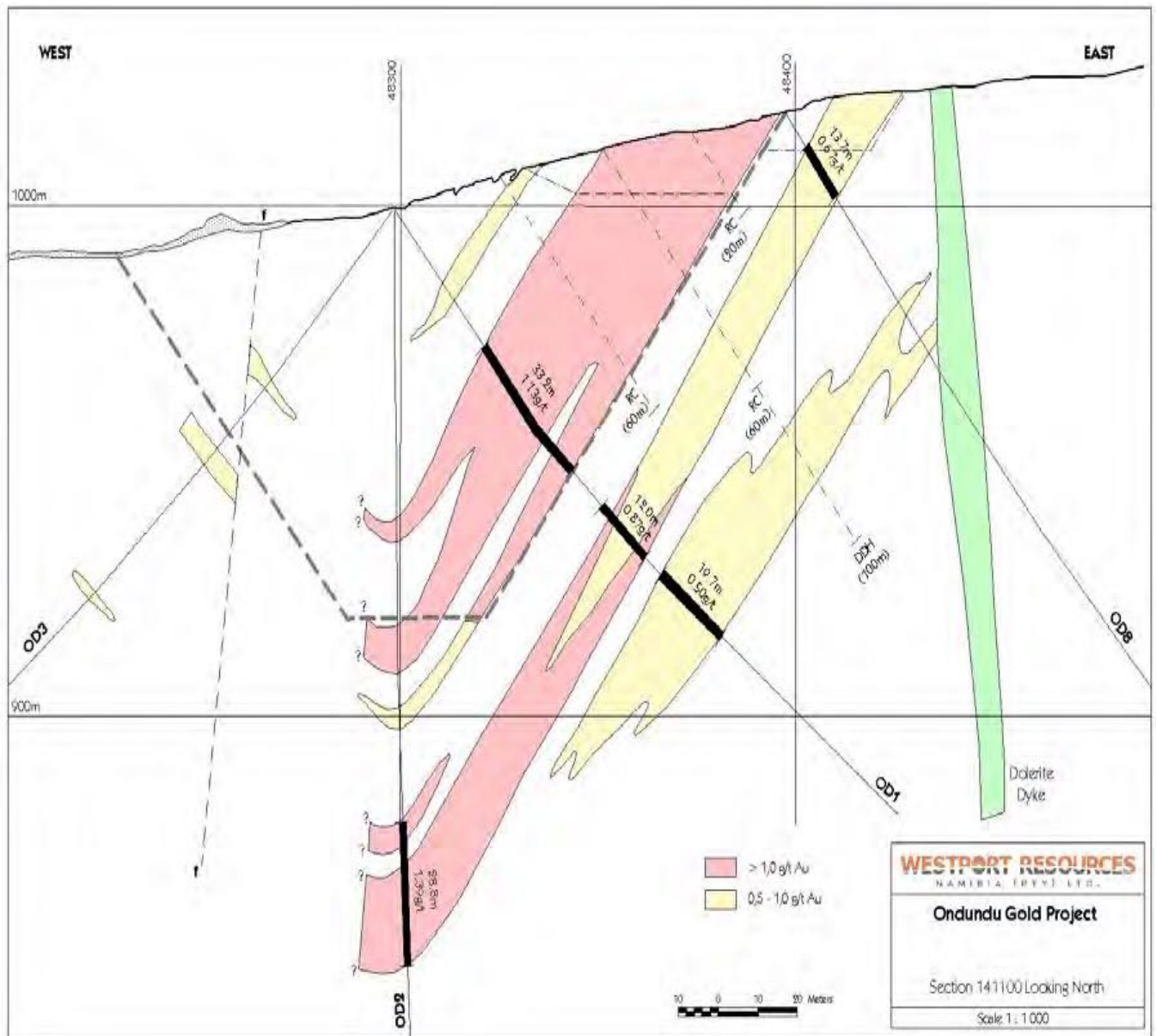
Hole #	Northing	Easting	Dip	Azimuth	Depth (m)	From (m)	To (m)	Width (m)	Gold (g/t)
OD035	7707240	548311	-50	090	60.45	39.60	41.32	1.72	1.81
						42.90	44.32	1.42	1.33
OD036	7706970	548353	-50	090	20.12	No	Values	>1 g/t	
OD037	7706970	548333	-50	090	35.32	11.32	12.82	1.50	1.14
						27.80	29.32	1.52	2.33
OD038	7706970	548318	-50	090	50.32	1.45	3.75	2.30	3.87
						8.32	9.75	1.43	31.60
						9.75	11.32	1.57	27.80
						17.32	18.87	1.55	1.23
						28.20	29.32	1.12	3.70
						30.51	31.20	0.69	1.31
						31.20	32.32	1.12	1.35
						35.32	36.90	1.58	4.77
OD039	7706970	548299	-50	090	30.16	4.13	5.99	1.86	2.00
						17.70	19.10	1.40	1.39
						28.00	29.03	1.03	3.00
OD040	7707240	548286	-55	090	50.32	21.80	23.32	1.52	2.50
						23.32	24.90	1.58	1.25
						27.60	29.32	1.72	2.28
						47.32	49.00	1.68	1.62

Note:: Down hole width has not been corrected but based on drill holes and structural dip of the mineralization, the interval is considered close (90%) to true width.

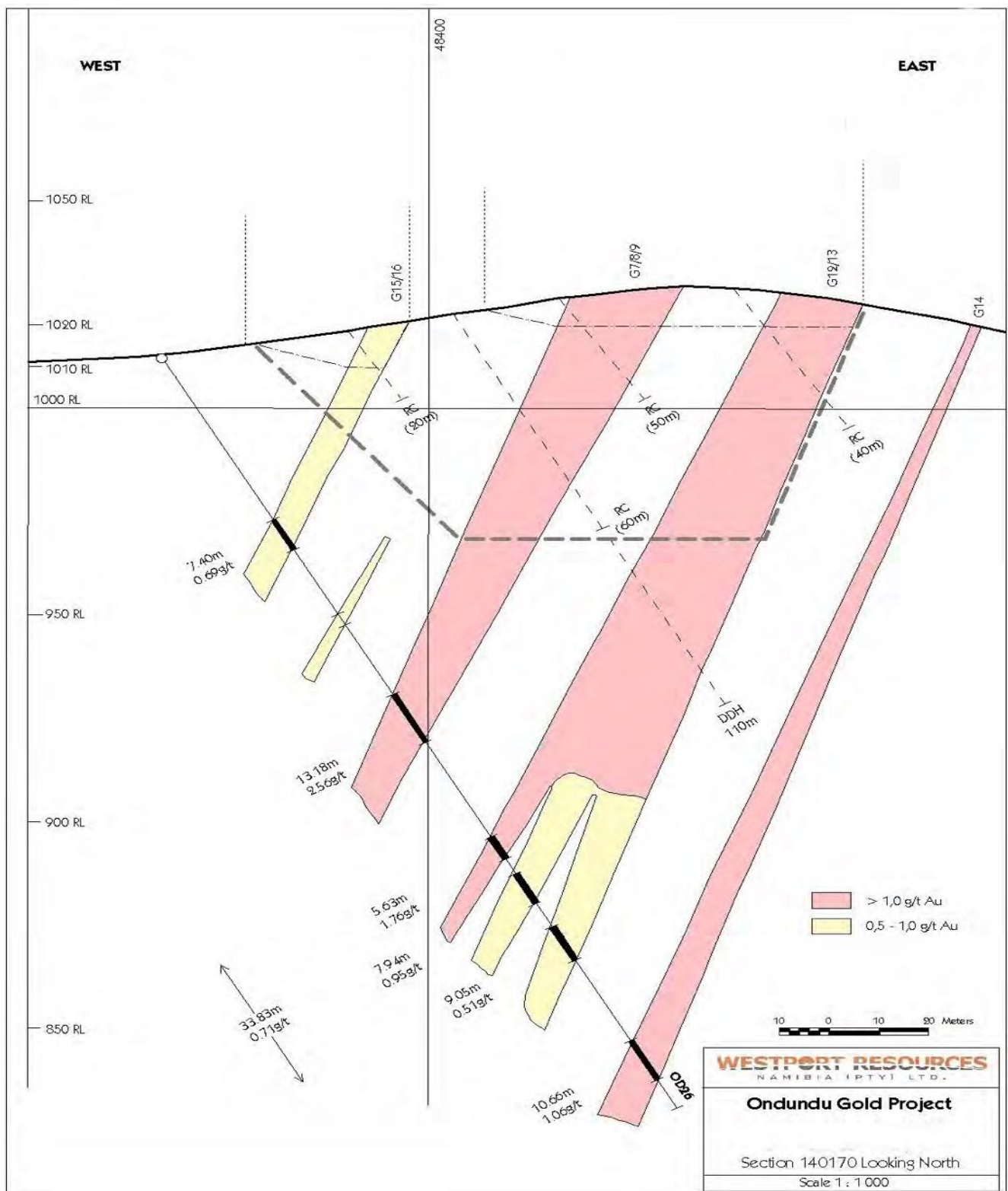
The drill results indicate that the shallow gold mineralization lacks lithological correlation between holes along these sections (Figures 13 -15) and the assay results revealed sporadic, nugget gold values throughout. Grade uniformity and continuity of mineralized vein clusters are not readily apparent. Mineralized zones with > 1.00 g/t gold do exist in some individual drill holes but these zones cannot be easily extrapolated to surfaces and also cannot be easily correlated with other adjacent holes. Gold grade is primarily associated with quartz-carbonate veins, hematite staining and occurrence of coarse arsenopyrite in the core.

To date drilling has not been attempted in the middle of the deposit where vein clusters were not evident on surface. Current interpretation indicates that the ore body plunges to the south with the mineralisation hosted within boudinaged tension gashes in the shear zone.

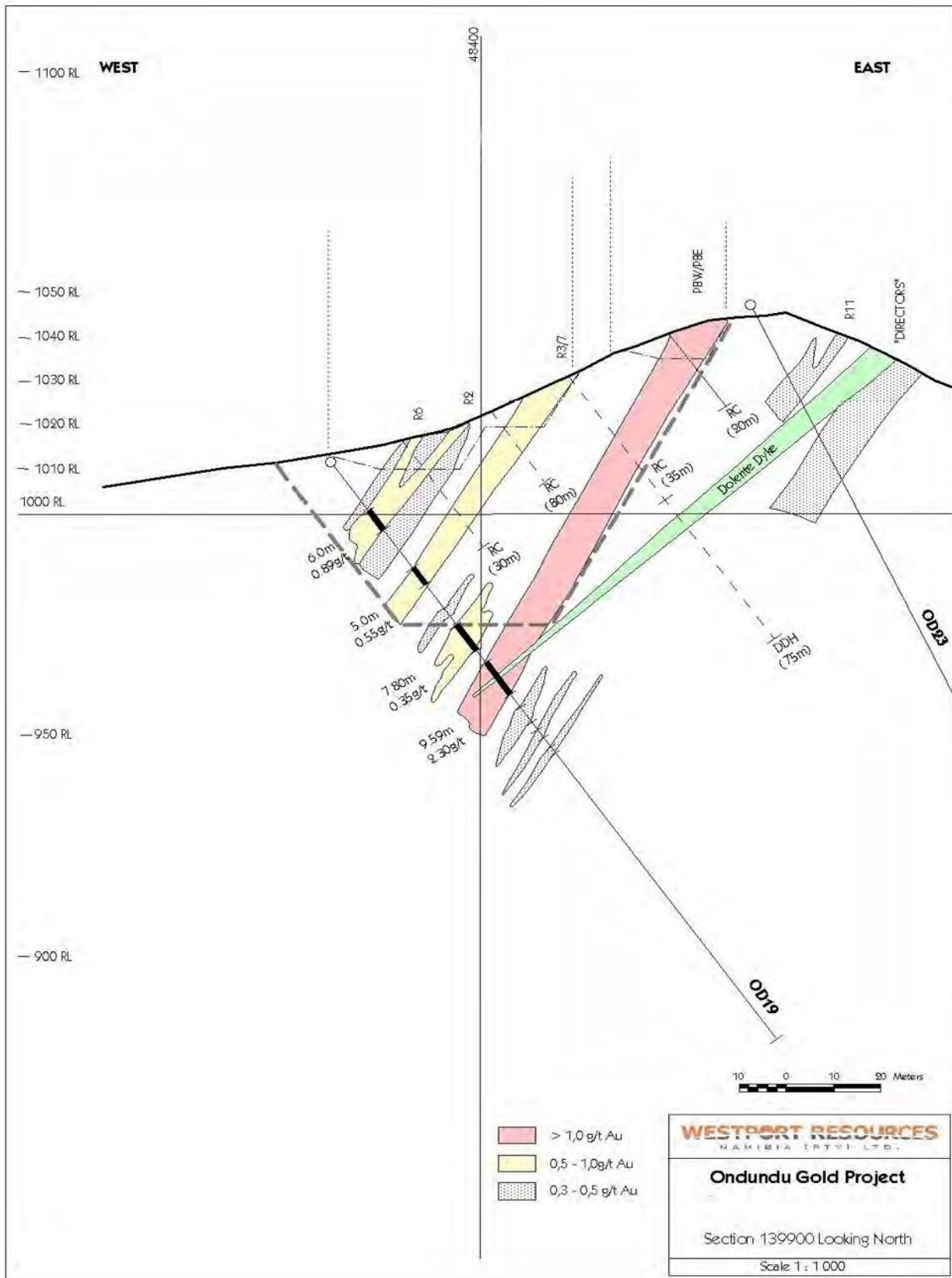
Figure 11-1: EPL3195 - Ondundu Schematic Cross Section – 141100
(Westport Resources Namibia)



**Figure 11-2: EPL3195 - Ondundu Schematic Cross Section – 140170
(Westport Resources Namibia)**



**Figure 11-3: EPL3195 - Ondundu Schematic Cross Section – 139900
(Westport Resources Namibia)**



12 SAMPLING METHODS AND APPROACH

Exploration Prior to 2005

Sampling methods used in the many previous surface and drill programs prior to 2005 are poorly known. There is insufficient information available from the Ondundu legacy data to meet CIM requirements.

A detailed review of the legacy data indicates that diamond drill core sample intervals were determined based on host rock type, intensity of quartz veining and sulphide mineralization. Individual quartz veins were sampled in total and host sediments as half core of maximum length of 1.5m. Holes were logged to a scale of 1:50. Detailed surface sampling at 1:100 was done over the drill sections for surface/core correlation. By 1985 and the focus on selective mining much effort was expended trying to correlate vein projection along strike down plunge and to surface, which does indicate that there was a certain belief that such projectability was possible in such a structural setting. Unfortunately, the basis of their selective vein-mining thesis cannot be verified for the purposes of this report other than the sections presented by Charles by 1987 reflecting such zones and results were entirely quoted in cm g/t. In fact, all the diamond drill holes were re-logged on this basis and veins were numbered down the hole in such manner that this nomenclature would be projected to surface and along strike and down plunge.

Sampling of boreholes was done by individual unit (i.e. Vein, sediment unit). Not all of the drill core was sampled. Surface trench and composite underground sampling was done as a series of overlapping “boxes”, in order to reduce the “nugget effect”. Much of the sampling was selective and the absence of assay data could thus underestimate the potential for exploiting the deposit as a low grade bulk mining target.

The two RC holes drilled yielded very poor sample returns (>60%) due to unforeseen underground workings to depth. In order to mitigate the possibility of intersecting old workings in future drilling, modeling of the legacy data utilising the results from the recent surface re-survey programme and testing a new geophysical analysis of max/min data is recommended.

Westport Exploration 2005-2006

Stream Sediment Sampling.

Stream sediment samples have been collected from sample sites, about 1 km apart from each on all major streams and tributaries draining the entire exclusive prospecting license area. Materials have been collected from natural trap sites – behind boulders and weirs and areas with high concentration of heavy minerals were also targeted for sampling material. Approximately 12 kg of -2000 microns material have been collected at each sample site. The material was then transported by Westport personnel to the offices in Windhoek for further sample preparation.

In Windhoek under the supervision of Westport personnel, the initial – 2000 microns material was riffle split in half. The one half is stored in the storage for future reference and the other half is processed further. The selected half is sieved in to four size fractions -2000 + 1000 microns, -1000 + 500 microns, -500 + 180 microns and -180 microns material. The

two desired size fractions (-1000 +500 and -180 microns) are then sealed and shipped to Set Point Laboratories, Johannesburg, South Africa for analysis.

2006 Diamond Drilling

The following sampling protocol was utilized for the sampling of the 2006 diamond drill core:

- i. All core was transported from the drill site to the core logging facility by the project geologist at least once each day.
- ii. All core was logged and sampled at a secure core logging facility on the Ondundu property.
- iii. Sample intervals were based on lithological, mineralogical and structural features observed within the core. Sample intervals always began and ended at lithological contacts.
- iv. Minimum sample interval was 0.62 metres and maximum sample interval was 2.30 metres with a typical sample size of 1.50 metres.
- v. The one half of the split core was placed in a polyethylene sample bag, labelled with an assay tag and secured with a cable tie. The corresponding one half core interval in the core box was marked by a stapled tag.
- vi. Core boxes are labelled with an aluminum tag engraved with the hole number, box number and the meterage of the start and end of the box.
- vii. Holes were labelled using an alpha-numeric code.
- viii. All core was accurately geologically logged and geotechnically logged.
- ix. All core was logged and sampled under the direction of Westport geological personnel.
- x. Core is currently being stored on the Ondundu property.

The angle of the drill core and dip of the mapped stratigraphy indicate that the down hole intercept are approximately 90% true width. Core recovery averaged a moderate 72 per cent with some of the mineralised intervals being less than 60 per cent. This, along with the relatively small core BQ (75mm) core size makes it difficult to determine a representative sample. It is strongly recommended that a minimum of NQ sized core be used for future drill programs along with a triple tubed core barrel. The drilled area only occurred at shallow depths over a 270 metre strike length segment of the OMZ and cannot be taken as representative of the entire mineralizing system.

Westport Exploration 2007-2009

Trenching

Manual (pickaxe and shovel) and mechanical (excavator) trenches are typically excavated to widths of 1 m and 1.5 m, respectively, and an average depth of 3 m, with some sections of trenches reaching 4 to 5 m in depth. Trenching typically extends down to the saprolite horizon, or locally to saprock, but often the saprolite cannot be reached due to safety concerns. The entire length of the trench is subjected to systematic geological mapping and channel sampling; with wooden pegs stuck to the side of the trench at 2 m intervals. Prior to sampling the Samples consist of continuous, horizontal channels excavated along the

bottom sidewall of the trench (~ 0.10 m above floor) with emphasis on constant sample volume over the length of the sample interval. Saprolite/rock chips are collected on a clean plastic sheet laid on the trench floor and immediately placed into a labeled plastic sample bag containing a unique sample ticket stapled to the inside lip of the bag, and securely sealed by staples. Samples are typically 2 m in length; with 1 m, to locally 0.5 m, samples being utilized in areas of geological interest and/or to delineate specific lithological/structural features. The sample intervals (i.e. sample numbers) are marked on aluminum tags stapled to wooden pegs stuck to the sidewall of the trench. Samples are collected by a trained field assistant under the supervision of a company geologist.

13 SAMPLE PREPARATION AND ANALYSIS AND SECURITY

Exploration Prior to 2005

Sampling analysis used in the many previous surface and drill programs prior to 2006 are poorly known. Diamond drill logs from previous drill programs completed in the 1980s describe sample intervals ranging from 0.3 to 5 feet. Sample security from dispatch to the various laboratories was probably not sufficient to meet present day CIM standards although there is no evidence to doubt the veracity of the assay results. Two techniques were employed for assays: a “vein route” for quartz vein material and a “sediment route” for the intervening metamorphic host rock. Both methods use a KCN leach process to take the Au into solution, finishing with AAS. This assay technique can often result in underestimation of the gold content.

The veracity of Au assay results obtained from Ondundu has been a matter of uncertainty as none of these were umpire assayed at a CIM qualified laboratory. The gold on the prospect varies in particle size from ~10microns to a few mm. The coarse nature of the Au introduces a considerable “nugget effect” to the mineralization.

This “nugget effect” results in large variations in assay results over short distances, and hence statistical uncertainty in ore reserve estimates although it is fair to say that although diamond drilling was employed and split core assays would exacerbate this nugget effect TCL sampled the whole of the quartz vein containing core where these nuggets are mostly found.

TCL/GFN spent a great deal of effort to mitigate this problem. Three separate laboratories were used for Au assays: TCL lab in Tsumeb, GFSA laboratory in Johannesburg and Scientific Services in Windhoek. Two sampling and assay methods were used.

Table 13-1: Laboratory Assay Comparison (*Venter and Carter, 1983*)

Comparison between Scientific Services and Gold Fields Labs		
12 samples EX Ondundu split to -4mm and sent to labs		
Sample No (type)	Au g/t (*1) S.S. KCN	Au g/t (*2) GF Labs F.A.
E2a (sediment)	0.7	0.89
E2b (vein)	2	1.71
E3a (sediment)	2.8	2.79
E3b (vein)	24.6	25.96
E5c (sediment)	1.7 (crossed out)	
E5b (vein)	4.9	1.45
E11a (vein)	0.4	0.17
E11b (?)		7.55 (crossed out)
E13a (?)	0.8	0.42
E13b (vein)	0.3	3.14
E15a (sediment)	0.3	0.54
E15b (vein)	8.9	3.26
E19a (sediment)	5.6	6.8
E19b (vein)	0.7	1.92
(excl. E5c,E11b) Mean	4.33	4.08
Standard deviation	6.93	7.12
r.		0.95

Westport Exploration 2005-2006

Trench, drill and surface rock chip/grab samples remain within sight of Westport technical staff from collection in the field to transport to the Field Camp. All samples were laid-out in sequence in the designated sample room to avoid duplications and omissions of samples in the laboratory submission orders, and the sample bags placed in labelled rice sacks in sequence. The shipping sacks were immediately secured with a numbered security seal (i.e. nylon zap strap) and stored in a locked room pending shipment to the laboratory; with only the Project Geologist and the Project Manager having access to the key. A record of all samples shipped, as well as the actual samples within the individual sacks and their security seal numbers, is kept by the project geologist.

Upon delivery or pickup of samples, a signed copy of the Sample Submittal Form was provided to Westport personnel by ALS Chemex sample reception staff. All core from the 2006 diamond drilling program and all sampling was transported to ALS Chemex, with the exception of the stream sediment samples and trench samples which were shipped to Set Point Laboratories, both in Johannesburg South Africa by Westport personnel for analysis. ALS Chemex and Set Point are accredited testing laboratory that conforms to the requirements of ISO/IEC 17025.

Stream Sediment Sampling

The initial – 2000 microns material was riffle split in half. The one half is stored in the storage for future reference and the other half is processed further. The selected half is sieved in to four size fractions -2000 + 1000 microns, -1000 + 500 microns, -500 + 180 microns and -180 microns material. The two desired size fractions(-1000 +500 and -180 microns) are then sealed and shipped to Set Point Laboratories, Johannesburg, South Africa for analysis. These samples were analyzed for Gold (Au) using a fire assay (ICP) technique with a gravimetric finish and for Cu, Pb, Zn, Fe, Mn, Ag, As, and Bi using a pressed pellet XRF technique.

2006 Drilling

The samples were sealed and sent to ALS Chemex laboratories, Johannesburg, South Africa for analysis. ALS Chemex has attained ISO 9001:2000 for most of its laboratories world-wide. It is also accredited by the National Association of Testing Authorities Australia for its laboratories in Australia. ALS Chemex is also registered with QMI, one of the North American leading management systems registrar and currently working toward attaining ISO 17025. The South African laboratories are not yet accredited, but they are working on the standard.

All samples were crushed, pulverized and then assayed for gold using Au 50 g fire assay with a gravimetric finish technique. They were also assayed for other 50 elements using a 50 element aqua regia ICP – MS technique. Quality control tests have been conducted for every procedure. About 5.00% of the pulps will be re-assayed for quality control purposes.

The trace level gold analysis procedure uses a flux mixture, adding the sample amount of 10 grams into the crucible, mixing and fusing. The resultant lead button is cupelled and the Dore bead dissolved in aqua regia and analyzed by Atomic Absorption Spectroscopy. The detection limit is 5 ppb Au.

ALS uses international standards manufactured by Rocklabs. For ppm work, seven (7) different standards cover the range 0.6-7.71 ppm Au for 50g Fire Assay. One (1) standard of 13.65 ppm is used for gravimetric determinations. In the event that one internal standard in a batch fails by more than + 2 standard deviations, re-assay of 10 samples either side of the failed standard is performed. These results, together with the new result for the re-assay standard, are entered in the hard copy for Westport.

Westport Exploration 2007-2009

Trenching

Trench samples were analyzed for Gold (Au) using a fire assay (ICP) technique with a gravimetric finish and for Cu, Pb, Zn, Fe, Mn, Ag, As, and Bi using a pressed pellet XRF technique. Set Point Laboratories is an ISO 9001:2000-accredited laboratory, which control their data quality with the use of reagent blanks, reference materials, and replicates. Results are routinely examined by an independent geochemist to ensure laboratory performance meets required standards.

While the sample preparation, analyses and security of the Westport work were in line with best industry practices, the absence of analytical standards, duplicates and blanks inserted in the sample submittal stream by Westport for the 2006 drilling and 2008-2009 trenching programs, means the assays are not sufficient to meet CIM standards.

14 DATA VERIFICATION

Exploration Prior to 2005

Historical data used in the preparation of this report was obtained from the Westport office in Windhoek, Namibia. The design of the 2006 diamond drilling program was entirely based upon a review of 28 historical diamond drill holes (5.538 m) completed by TCL and GFN between 1980 and 1989. Original diamond drill logs, assay data, and geological section and plan maps, filed at the Westport office in Windhoek, were used during this review.

The sampling and drilling data generated by TCL and GFN cannot be qualified in terms of the CIM standards and can only represent the potential quantity and grade of these exploration targets as conceptual in nature at the present time and there is no assurance that they will be defined.

Over and above the nugget effect of coarse gold "nugget" influences on the grade, another problem, which significantly affected the confidence in TCL/GFN 'ore reserve' estimates was the discontinuous nature of the veins and the variability of grades over distance. Sections were drilled on average 200m apart, the influence of each of the sections being the half distances to adjacent sections. Significant problems were encountered correlating veins and vein-grades from section to section. This was due in part to pinching and swelling and boudinage within the veins.

The variability of grades, continuity of veins and geometric complexity of the deposit clearly suggests that 28 diamond holes were not enough to provide the data required to determine the viability of the Ondundu gold deposit and confidence for a CIM NI43-101 resource statement.

The data-set is reasonably well constrained in XYZ for the methods of the time (tape and theodolite). The base line was surveyed in and tie lines turned off at right angles and chained. Slope interference and poor correction did at times lead to convergent tie lines over 1km. Their exploration was done on a 50x50m grid. Accuracy (cumulative error) of loop closures for survey grids were expected to be not less than 10cm. It was decided that in order to make some use of the TCL/GFN data, the grid has been reactivated and resurveyed by a qualified land surveyor in WGS84 UTM33S. An accuracy of +3cm in XYZ may be expected from this procedure.

Having a resurveyed grid (digital terrain model) will allow the TCL/GFN mapping and borehole data to be integrated.

The Qualified Person was unable to independently verify the individual assay results because the mineralized intervals from the historic holes were whole core assayed. While, none of the historic results were verified, they reasonably fit in with the results of the 2006 core sampling program and can be used for the purpose of defining geochemical anomalies, envelopes and targets for future exploration on the property.

Westport Exploration 2005-2009

The Author reviewed the available data made available from Westport during the site visit, which included a digital spreadsheet database of all the drilling conducted on the Project.

The Author notes that very little of the information reviewed made any mention of a QAQC program being in place during the time the work was performed.

In order to plan for the bulk sample control drill holes Westport sought to draw sections based on lower cut off grades in the hope that the mineralised zones thus identified would have a higher spatial continuity than the high grades. Generally high-grade values have limited spatial continuity in coarse gold settings due to the 'nugget effect'. These are mere projections and based upon data that was not generated in terms of CIM standards.

The 2006 diamond drill program was completed using small sized BQ core. For this reason the Qualified Person was unable to independently confirm the individual assay results. The coarse gold effect of the mineralization should require a much larger sample being collected, at a minimum NQ sized core. The replication of assay results has been an issue for the Project since the 1980s, discussed above. The Author notes that given the extremely broken up nature of the sampled intervals, attempting to get a good representative core sample is unrealistic, and the complete remaining core would have to be processed.

Review of the OMZ area was carried out with the main objective of position the trenches and review the geology. Location problems were found at the first two trenches, 80 meters error was noted. A review of all trenches needs to be done in order to prove the accuracy in location.

The main zone area is characterized by strong N-S foliation with steep dipping to west, and low angle bedding and weak foliation at the both sides. In the middle the strong foliation overlaps the bedding and there is more density of quartz veins, while at the both side, veins follow the bedding and seem to be scattered. Geological detail mapping with accurate topographic maps are necessary.

The Author attempted to determine which of the holes in the database best coincided with the GPS collars measured in the field but to no avail. In this regard, the resurvey/GPS work that was completed in 2009 should be professionally drafted so that there is an up to date site plan showing the actual surveyed positions of the original drill holes, trenching and sample locations on UTM grid.

Based on the extensive database available, the Author did not collect check samples on the Westport work. The size of the database and the nature of the gold mineralization would make any results statistically insignificant when compared to the number of samples in the total dataset.

The assay data was verified by the respective laboratories using standard quality control tests throughout the processes. The original certificates of analysis from ALS Chemex and Set Point Laboratories have been perused and verified.

The Author concludes that no problems were found with the assay and lithology database, and that the collar survey data has been independently verified. The Author does recommend that a formal and rigorous QA/QC program be designed and implemented for the project.

15 ADJACENT PROPERTIES

There are no Adjacent Properties as defined by NI43-101

16 MINERAL RESOURCE & RESERVE ESTIMATES

There has been no attempt by Westport or Golconda to calculate a mineral resource on the property.

17 MINERAL PROCESSING

No mineral processing or metallurgical testing has been completed by Westport or Golconda.

18 OTHER RELEVANT DATA AND INFORMATION

The Ondundu Project is not at a development or production stage therefore no additional information is provided that would relate to these activities.

19 INTERPRETATION AND CONCLUSIONS

The regional setting is imbued with all the elements of structure, intrusive character, and original volcanoclastic geology interfingered with arenaceous and argillaceous rocks that within the orogenic formation and subsequent tectonic evolution would yield a variety of epithermal suites of deposits. Such is the case at Ondundu where the perceived gold and arsenic only deposit, has been viewed in its isolated context in time to be of upper Swakop (Kuisseb) age and therefore predetermined the development enterprise at Ondundu in time.

Gold mineralization on the Project was first discovered in 1917 and intermittent underground plus alluvial mining took place from 1923 to 1945. Modern day exploration began in the 1980s when Tsumeb Corporation Limited ("TCL") and Goldfields Namibia Ltd. ("GFN") completed 28 diamond drill holes totalling 5,583 metres in the Ondundu Main zone ("OMZ"). In 1983 a historic resource estimate of 42 million tonnes grading 0.39 gram gold per tonne was produced by TCL, in 1987 a historic resource of 4.57 million tonnes grading 3.39 grams gold per tonne was reported by GFN and in 1989 a historic resource of 4.35 million tonnes grading 3.19 grams gold per tonne was reported by GFN. These resources are historical and not compliant with National Instrument 43-101 reporting standards; however they are considered material to the prospectivity of the Ondundu gold project. A "qualified person" for the purposes of NI 43-101 has not done sufficient work to qualify the historical estimate as current mineral resources or mineral reserves. The historical estimates should not be

treated as current mineral resources or mineral reserves and the historical estimates contained herein should not be relied upon.

It is the Qualified Persons opinion that the exploration work done by Westport from 2005-2009 met its required objectives by providing evidence for additional prospective ground surrounding the present showings. Steam sediment sampling assay results revealed substantial gold occurrences in two different streams in the area. Values ranging from as low as 0.11 g/t to as high as 1.91 g/t gold. Data from hyperspectral (Hymap) survey identified areas of potential hydrothermal alteration that should be followed up. The hyperspectral data indicates that potential exists to the north of the Margarethental fault traditionally viewed to be the northern limit of the mineralization but contradicted by the only hole drilled on the northern side (OD 27 averaging 0.4 g/t over 291m with 83 vein sets bearing gold over and above the lower grade carry of the metamorphic country host rock).

Based on the previous exploration and drilling by TCL and GFN in the 1980s, the Ondundu Project has the potential to develop an economic gold deposit.

Width of the OMZ deposit is variable along strike with intersection widths 100 and 250m and most likely controlled by structural buckle in a ductile phase later being exploited by epithermal fluidization pulses. There however does seem to be a stratigraphic connect (seen from historic workings) between the northern portion of the OMZ and the Carr veins immediately to the east. Due to the plunge of the deposit this was never drill tested.

The length was only drilled over the northernmost 1.5km strike extent whereas historic workings can be seen over a strike extent of 2.7km. The most recent drill program completed in 2006 and comprised only 524.7 metres. The assay results revealed sporadic gold values but continuity of mineralized vein cluster cannot be easily justified. As a result, additional holes need to be drilled adjacent to the recently drilled sections. These holes will further help to confirm continuity of this mineralized vein clusters if there is any apparent continuity at all. If continuity cannot be confirmed then one can safely conclude that there exist no continuity of these vein clusters and therefore a different approach to this program will be necessary.

The OMZ area requires systematic drilling to define a mineral resource compliant with NI 43-101.

Cu/Au mineralization on EPL 3915 further to the north in the legacy OD6 grid area also warrants further investigation. The coeval alteration, metasomatism, tourmalinisation and brecciation is indicative of a complex hydrothermal setting that has led to the complex intrusive and stratiform occurrence of the Cu/Au/As anomalies and mineralization supported by ground geophysics.

This area is defined from the Margarethental Fault in the south to the northern extent of the EPL boundary, which in the south contains faulted out northern extensions to the OMZ Au deposit, has new hyperspectral ground geophysics anomalies corresponding with historical works soaked in quartz veining, areas historically mined for Cu/Au, anomalies corresponding with tourmalinisation, haemetisation, albitisation, sericitisation, metasomatism and ground geophysical anomalies.

The sheer scale (6kmx4km) of alteration and metasomatism together with known Cu/Au mineralization, legacy Cu/Au/As soil anomalies, Cu/Au rock chip anomalies, old workings and mapped breccia bodies corresponding with hyperspectral anomalies and recently generated VLF anomalies highlights the prospectivity of the northern OD6 area and potential for a setting differing significantly from the Au only deposit to the south.

It is clear that a regional copper anomaly exists (General Mining) verified by TCL/GFN based around old historic workings. That there were historic Cu/Au workings throughout the area and later investigated for gold potential by GFN meant that besides the Au only OMZ deposit to the south there was an inkling of the significance of the Cu/Au significance in the anticlinorium to the north in terms of epithermal meaning. The occurrence of breccias bodies and fuchsite as in Timmins alerts one to the potential of an epithermal family of a different sulphidation complexity as opposed to the Au only setting in the OMZ.

20 RECOMMENDATIONS

The Author is of the opinion that the Project has not been adequately explored and warrants the funding of a results-driven, well-structured exploration program. The Author considers that the Project is of sufficient merit to warrant a contingent, two stage work program with the initial work program estimated to cost approximately \$5,226,272 (Table 20-1).

20.1 Phase 1 - OMZ Resource Drilling

- Diamond drill the Ondundu Main Zone to test the down plunge and deeper extents of the deposit as well as the anomalies the adjacent areas for resource expansion delineation. This will include twinning legacy holes for orientation drill procedure and sampling, and comparative purposes.
- A combination of Reverse Circulation to sample the first 10-15m where legacy drilling achieved poor drill core recovery followed by Diamond Drilling (HQ) to sample drill core to depth especially below the water table where water was seen to affect RC samples.
- Drilling is aimed at a minimum 50x50m grid with focus on the deeper down plunge expression of the full 2.7 km strike extent.
- 3D Modelling of the legacy data will be on going following the recent data validation and auditing of the meta data set for incorporation into a computational resource model for the deposit.

Phase 1 - OD6 (Core of the Ondundu Anticlinorium)

Follow-up detailed ground geophysics and initial RAB drilling:

- Complete the ground geophysical program to elucidate anomalies that with legacy information defines initial RAB drill sampling targets.
- In order to contextualize the Cu/Au occurrences in the OD6 area together with the alteration, intrusive and stratiform complexity targeted regional RAB drilling is aimed to test legacy and currently generated anomalies.
- 4280m of RAB drilling is planned to test relevant anomalies.

On completion of the Phase 1 program, the operating company should be able to generate an NI 43-101 compliant mineral resource estimate for the OMZ and adequately examined the full exploration potential of the OD6 area. Should the results merit continuation of exploration the following second stage programme is recommended.

20.2 Phase 2 – OMZ bulk pre-feasibility sampling (Contingent on results of Phase 1)

A phase 2 budget of \$5,636,500 comprising bulk sampling for pre-feasibility study is contingent on positive results of the initial work program (Table 20-2).

Don Boyack is of the opinion that the program and recommended budget are warranted.

Table 20-1: Ondundu Gold Project – Phase One Budget

Omatjete Mining – Ondundu	
Work Type	Cost (C\$)
Licence cost, prorated 100%	572
Equipment purchases, borehole logging system, 1x3t vehicle, computers	325,000
Transport and shipping	103,571
Office costs Yearly	191,000
Geologist Salaries 20 man month @ \$7,000 per month for three months	420,000
Field Salaries - 12 man month @ \$2,750 per month for 1.37 months	45,143
Subtotal	1,085,286
Ground Geophysics, spectrometer, magnetic surveys	60,000
RAB, 4280m at \$21 per metre	90,000
Diamond and Percussion Drilling – 20000 metres at \$78 per metre	1,560,000
Assaying 20 000 samples @ \$70 per sample	1,400,000
Field Expenses/ Field Accommodation	20,000
Hyperspectral analysis (target delineation)	30,000
Alteration Mapping and Structural Analysis	342,857
Surveying	64,286
Reporting, drafting -4 man months @ \$ 5,000 per month	20,000
QP Supervision - 4 month @ \$14,000 per month	56,000
Compilation and environmental baseline studies	50,000
Subtotal	3,693,143
Contingency	447,843
TOTAL	5,226,272

Table 20-2: Ondundu Gold Project – Phase Two Budget

Omatjete Mining – Ondundu	
Work Type	Cost (C\$)
Environmental Impact Assessment	100,000
Geologist Salaries 12 man month @ \$7,000 per month	84,000
Field Salaries 12 man month @ \$2,750per month	33,000
Bulk Trench Sampling	4,000,000
Trench Cut logging	20,000
Processing and Assaying 50 samples @ \$1500 per sample	750,000
Field Expenses/ Accommodation 8 man months	32,000
Reporting, drafting -2 man months @\$ 5,000 per month	10,000
Supervision 4 months @ \$ 14,000 per month	56,000
Subtotal	5,085,000
Contingency	551,500
TOTAL	5,636,500

21 REFERENCES

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22 DATE AND SIGNATURE PAGE

The effective date of this report is as shown on the title page and on the author's consent pages at the end of this document.

23 ADDITIONAL REQUIREMENTS FOR TECHNICAL REPORTS ON DEVELOPMENT PROPERTIES AND PRODUCTION PROPERTIES

The Ondundu Project is not at a development or production stage therefore no additional information is provided that would relate to these activities.

CERTIFICATE OF QUALIFIED PERSON

1. I, Don Boyack, Independent Consulting Geologist of Arym, Little Orchard, Woodham, Addlestone, Surrey, United Kingdom, do hereby certify that:
2. I am the Principal author of and responsible for the technical report titled Ondundu Gold Project, Namibia and dated March 2010 and revised July 20, 2010 (the 'Technical Report')

I am a consultant geologist (Master of Science – Mineral Exploration and Mining Geology) with over 35 years mining geology and mineral exploration experience, including medium and large scale open pit and underground operations. I have previously managed and had direct experience with JORC standard ore reserve estimation and have fulfilled the role of the Competent Person.

I am a fellow of the Australasian Institute of Mining and Metallurgy, fellow of the Institute of Materials and Mining and a Chartered Engineer registered with the Engineering Council UK.

3. I have read the definition of 'qualified person' set out in National Instrument 43-101 ('the Instrument') and certify that by reason of my education, affiliation with a professional association and past relevant work experience I fulfill the requirements of a 'qualified person' for the purposes of the Instrument.
4. I have visited the Ondundu property over a period of four days from 24 to 27 November 2008.
5. I am responsible for the overall preparation of the Technical Report.
6. I am independent of Westport, Forsys, Angus and Golconda as defined in section 1.4 of the Instrument.
7. I have not had prior involvement with the property that is the subject of the Technical Report.
8. I have read the Instrument and Form 43-101F1, and the Technical Report has been prepared in compliance with that instrument and form.
9. As of the date of this certificate, to the best of my knowledge, information and belief, the Technical Report contains all the scientific and technical information that is required to be disclosed to make the Technical Report not misleading.

Dated at London this 20th day of July, 2010

Don Boyack, MSc, FAusIMM, FIMM, CEng
Independent Geological Consultant



CONSENT OF AUTHOR

To: The securities regulatory authorities of each of the Provinces and Territories of Canada

I, Don Boyack, do hereby consent to the filing of the written disclosure of the report titled **Technical Report On The Ondundu Gold Project EPL3195, Namibia** and dated March 2010 and revised July 20, 2010.

I, Don Boyack (MSc, FAusIMM, FIMMM, CEng.) do hereby certify that:

I am an Independent Consulting Geologist of:

Arym,
Little Orchard,
Woodham
Addlestone,
Surrey
KT15 3ED
United Kingdom

I graduated with an MSc. in Mineral Exploration and Mining Geology from Leicester University, UK in 1979.

I am a Fellow of the Australasian Institution of Mining and Metallurgy and a Fellow of the Institute of Materials, Minerals and Mining and a Chartered Engineer registered with the Engineering Council UK.

I have worked as a geologist for a total of 35 years since my graduation from university.

I have read the definition of "qualified person" set out in National Instrument 43 – 101 ("NI 43 – 101") and certify that by reason of my education, affiliation with a professional organization (as defined in NI 43 – 101) and past relevant work experience, I fulfil the requirements to be a "qualified person" for the purpose of NI 43 – 101.

I am responsible for compiling the report titled **Technical Report On The Ondundu Gold Project EPL3195, Namibia** and dated March, 2010 and revised July 20, 2010 relating to the Ondundu Project. I visited the Ondundu Project property on November 24, 2008 for a period of four days.

I have not had prior involvement with the Ondundu Project property that is the subject of the Technical Report.

I am not aware of any material fact or material change with respect to the subject matter of the Technical Report that is not reflected in the Technical Report, the omission to disclose which makes the Technical Report misleading.

I am independent of the issuer applying at all of the tests in section 1.5 of National Instrument 43 – 101.

I have read National Instrument 43 – 101 and Form 43 – 101F1, and the Technical Report has been prepared in compliance with that instrument and form.

I consent to the filing of the Technical Report with any stock exchange and other regulatory authority and any publication by them for regulatory purposes, including electronic publication in the public company files on their websites accessible to the public, of the Technical Report.

Don Boyack, MSc, FAusIMM, FIMMM, CEng
Independent Geological Consultant

