Books for StartUps - Compiled by <u>Prosper</u> <u>Systems, LLC</u>



Comments, corrections or additions appreciated to <u>Kenton@ProsperSystems</u>. biz

Venture Deals: Be Smarter Than Your Lawyer and Venture Capitalist [Hardcover, Kindle, Aug 2, 2011] by <u>Brad Feld</u> and <u>Jason Mendelson</u> with Forward by <u>Dick</u> Costolo, CEO Twitter

Recommended by <u>David McKinney</u>, Founder of Discovr / Filter Squad, at <u>Quora</u>:

If you're raising money or you're thinking about it, this is THE book. Understand this book and you will have the necessary insight, confidence, and ammunition to be effective during the fundraising process. This book was crucial during our own fundraise. I actually sat with our lead VC partner and we walked through many of the economic and control terms in our term sheet and long form using this book as a guide. We also modeled several clauses in our term sheet directly around the language from this book. So good.

\$30 w/S&H- Amazon-Used

Burning Entrepreneur - How to Launch, Fund, and Set Your Start-Up On Fire! [Updated and Expanded Edition, Hardcover, Paperback, Kindle, PDF, Apr 1, 2012] by Brad Feld

Recommended by Kenton H Johnson at Prosper Systems Collaboration

The storied ritual of self-expression, has evolved into *The Burning Entrepreneur*, the ultimate self-expression through start-up success. Renowned tech investor and startup guru Brad Feld lights YOU on fire with this insider's book that will teach you how to launch, fund and run your own company. If you're already an entrepreneur or have always dreamed of being one, douse yourself in "Feld Thoughts" and catch the spark. You'll be burning, entrepreneur, with this e-book! Brad's blog is a backstage pass to the 24/7 rock show that is tech startups. It is a master class in startup investing for givers and takers of funds. It is a rolling critique of tech products vast and simple (with enough edge to make the most scathing restaurant critic in Manhattan blush). And it is the journal of a peripatetic marathoner who still believes he will crack the four-hour mark someday. From such Feld Thoughts, we have constructed The Burning Entrepreneur, the e-book on startups that you would take to a desert island if it had electricity, a decent Internet connection and angel investors. The Burning Entrepreneur illuminates the actions and attitudes required to launch, fund and ignite your startup. Brad Feld is on fire. Find out what happens when you stand too close. - Amazon

\$14 w/S&H- Amazon; Free PDF- HyperInk-Free

The Lean Startup: How Today's Entrepreneurs Use Continuous Innovation to Create Radically Successful Businesses [Hardcover, Paperback, Kindle, Audio, Sep 13, 2011] by Eric Ries

Recommended by David McKinney, Founder of Discovr / Filter Squad, at Quora:

Eric Ries has catalyzed an entire movement around building better startups. Good on ya! This book documents a huge collection of startup knowledge and moves between theory, case studies, and practical advice, across startups to enterprise. Especially good in the last half, where it is more practical in content.

\$17 w/S&H- Amazon-Used

Mastering the VC Game: A Venture Capital Insider Reveals How to Get from Start-up to IPO on Your Terms [Hardsover, Paperback, Kindle, Sep 27, 2011] by Jeffrey
Bussgang

Found by Kenton H Johnson at Prosper Systems Collaboration

Entrepreneurs who dream of building the next Amazon, Facebook, or Google have the opportunity to take advantage of one of the most powerful economic engines the world has ever known: venture capital. To do that, you need to woo, impress, and persuade venture capitalists to back your endeavor. That task alone is a challenge. But finding and choosing the right investor can be harder still. Even if you manage to get backing, you want your VC to be a partner, not some dictator who will undermine your vision and take control of your life's work. Jeffrey Bussgang is one of a very few people who have played on both sides of this high-stakes game. By his early thirties, he had helped build two successful start-ups-one went public, the other was acquired. Now he uses his experience and unique perspective on "the other side" as a venture capitalist helping entrepreneurs bring their dreams to fruition. In the book, Bussgang offers high-level insights, colorful stories, and practical advice gathered from his own experience as well as from interviews with dozens of the most successful players on both sides of the game, including Twitter's Jack Dorsey and LinkedIn's Reid Hoffman. He reveals how to get noticed, perfect a pitch, and negotiate a partnership that works for everyone. An insider's guide to the secrets of the world venture capital, Mastering the VC Game will prove invaluable for entrepreneurs seeking capital and successful partnerships. - Amazon

\$7 w/S&H- Amazon-Used

The McGraw-Hill Guide to Starting Your Own Business: A Step-By-Step Blueprint for the First-Time Entrepreneur [Hardcover, Paperback, Kindle, Jun 13, 2003] by Stephen C Harper

Found by Kenton H Johnson at Prosper Systems Collaboration

The bestselling first edition of The McGraw-Hill Guide to Starting Your Own Business sold more than 75,000 copies, and took the reader step-by-step through the entire process of starting a new venture. This completely revised second edition once again shows entrepreneurs the keys to determining the best business opportunities, creating a business plan, and formulating a winning marketing strategy. In addition, it now profiles alternative sources of funding from SBA loans to angel investors and provides valuable do's and don'ts from over one hundred entrepreneurs. — Amazon \$4 w/S&H- Amazon-Used

The Art of the Start: The Time-Tested, Battle-Hardened Guide for Anyone Starting Anything [Hardcover, Paperback, Kindle, Audio, Sep 9, 2004] by <u>Guy Kawasaki</u>, cofounder of <u>Alltop</u> and a founding partner at <u>Garage Technology Ventures</u>.

Recommended by Grant Simmons, at Quora

Guy Kawasaki is the managing director of Garage Technology Ventures, an early-stage venture capital firm which assists high-technology companies. Previously, he worked for Apple Computer, Inc. as a software evangelist for the Macintosh and later as an Apple Fellow. Starting a business is much more of an art than a step-by-step or a thoroughly predictable process. According to Kawasaki, success in taking an idea and building it into a new business is actually the cumulative result of eleven distinct arts such as the Art of Positioning, the Art of Writing a Business Plan and the Art of Rainmaking. As the author argues in *The Art of the Start*, to succeed in getting a new business off the ground, you'd better be able to bring all these arts to bear or it's going to be an uphill struggle. *The Art of the Start* is a great book about entrepreneurship. Kawasaki reveals everything you need to know about building a meaningful organization. — eBookMall

\$8 w/S&H- Amazon-Used; \$6 Summary- eBookMall

The Toilet Paper Entrepreneur: The tell-it-like-it-is guide to cleaning up in business, even if you are at the end of your roll [Hardcover, Kindle, Multimedia CD, Sep 24, 2008] by Mike Michalowicz, Founder, Obsidian Launch

Recommended by Lorenzo Dickerson, at Quora

"Never started a company before? Struggling with little or no cash? Have no experience, no baseline to judge your progress against? Thank God! You've got a shot at making this work." So says Mike Michalowicz, author of The Toilet Paper Entrepreneur, a business book that is so uniquely useful, so raw and entertaining, it reads like the brainchild of Steve Jobs and Chris Rock. The founder of three multimillion-dollar companies, including Obsidian Launch, a company that partners with first-time entrepreneurs to grow their concepts into industry leaders, Mike Michalowicz knows what it really takes to spin your great idea into pure gold. — Amazon

\$14 w/S&H- Amazon-Used

The Four Steps to the Epiphany: Successful Strategies for Products that Win [Paperback, Feb 1, 2005] by Steven Gary Blank

Recommended by several, at Quora:

Steve Blank is an entrepreneur, business strategist, and retired marketing executive in Silicon Valley. He began his career 32 years ago and has been at the heart of emerging technology industries ever since. He has been involved in numerous startups and established companies, in operational roles running the gamut from CEO to VP of marketing. The breath of his experience makes him a sought-after board member, advisor and speaker. Steve's successes include E.piphany, an enterprise software company started in his living room; two semiconductor companies (Zilog and MIPS Computers), a workstation company (Convergent Technologies), a supercomputer firm (Ardent), a computer peripheral supplier (SuperMac), a military intelligence systems supplier (ESL) and a video game company (Rocket Science Games). These startups resulted in five IPO's, and three very deep craters. Many of the principles presented in the book were used and fine-tuned in the creation of these companies and in Steve's many years as a high-level advisor and company board member for companies both living and dead. Steve currently teaches entrepreneurship and customer development at Stanford University School of Engineering and at UC Berkeley Haas School of Business. In the classroom, his ideas, methodologies, and principles on customer development are presented and proofed each day in dialogues and analyses with the best business students as well as some of the most accomplished executives in the country. Steve is an ardent conservationist and a board member of Audubon and Audubon California.

\$35 w/S&H- Amazon-Used

The Mini Legal Toolbox – For Entrepreneurs and Small Business Owners & Raising Capital For Your Business (Understanding Private Offerings) [Paperback, 2011] by Jacqueline J Warner, Esq (Facebook)

Recommended by Berny Dohrmann, Founder and CEO, CEO Space International

The *Mini Legal Toolbox Series* is a valuable resource for small business owners and entrepreneurs. It is easy to read, and small in size but large in content. The author is Jacqueline J. Warner, Esq., a Howard University School of Law graduate and a seasoned, New York-based attorney with over 19 years of experience in advising small businesses. The book was written with the busy entrepreneur in mind. "Entrepreneurs and small business owners wear many hats, said Ms Warner, and are seeking information in an easy to read and digest format. The Mini Legal Toolbox is large in content, yet small in size." Ms Warner's practice includes corporate, securities, real estate and banking law.

[Nice 4½" x 7" size, with easy-to-read font size, fits pocket, purse or briefcase, so

handy for first read and reference.]

Book 1- A book which addresses a number of legal-related topics every entrepreneur and small business owner needs to know – (i) a summary of the types of business structures (i.e., sole proprietor, partnership, corporation or limited liability company); (ii) the tax implications of each of the types of business structures (iii) questions and answers regarding proper recordkeeping; (iv) the role of management; and (v) the importance of having an agreement with business partners/co-owners, with a discussion of certain provisions which should be in the agreement.

Book 2- The second book of The Mini Legal Toolbox Series that highlights the legal aspects of raising capital for your business via equity investors. Learn about: (i) What a Private Offering is and How it Differs from a Public Offering. (ii) Understanding Regulation D and Rule 504, 505 and 506 Offerings (iii) Documentation Required in Connection With a Private Offering (iv) Executing the Private Offering: Methology and Sequencing. [In revision for some of the JOBS Act SEC changes.] – Warner Publishing

\$12 w/S&H, each book- TheLegalToolbox

Founders at Work: Stories of Startups' Early Days [Hardcover, Paperback, Kindle, Jan 27, 2007] by <u>Jessica Livingston</u>, Founding Partner at venture firm <u>Y Combinator</u> Recommended by <u>Marc Hoag</u>, CEO & Co-Founder of <u>Venturocket</u>, and several others at <u>Quora</u>

Founders at Work: Stories of Startups' Early Days is a collection of interviews with founders of famous technology companies about what happened in the very earliest days. These people are celebrities now. What was it like when they were just a couple friends with an idea? Founders like Steve Wozniak (Apple), Caterina Fake (Flickr), Mitch Kapor (Lotus), Max Levchin (PayPal), and Sabeer Bhatia (Hotmail) tell you in their own words about their surprising and often very funny discoveries as they learned how to build a company. Where did they get the ideas that made them rich? How did they convince investors to back them? What went wrong, and how did they recover? [The final interview is with the author.] – Amazon

\$9 w/S&H- Amazon-Used

GOgitMMM™ Power Internet Marketing

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The latest, smartest and least-expensive marketing is based on **GOgitMMM** - (make a) **Great Offer - Get** (prospect) Information Today (adding to a database) - **Market**, **Market**, **Market** - continuous marketing via one or more channels. Second-decade, 21st-century marketing is focused on the Internet. See more at **Blog.ProsperSystems.biz**.

Background

Examples / Resources

The effectivity of *conventional websites* on the Internet has been declining for years. Now the Internet is being used more and more for communications to support applications, e.g., email, maps, Facebook.

<u>Wired magazine, "The Web Is Dead. Long Live the Internet," Sept 2010,</u>
Gmail.com, Google Maps

Website Types - which one(s) do you have?

- [] Brochure **Free** LinkedIn personal or *the under-used business* profile,* **Inexpensive** template-driven site, or **Expensive** custom site
- [] Sales Samples, Products, Services template-driven site or custom with "shopping cart"
- [] Combo not as effective as the next type ...
- [] Capture / squeeze / landing page captures email address to start the marketing process

Free LinkedIn Use- Most domain providers can point a www.YourCompanyName.com domain to your LinkedIn profile.

<u>LinkedIn.com</u>, <u>WebsiteYesterday.com</u>-(uses WebSiteTonight template system)

<u>BillionaireU.com</u> (nice samples), <u>GoDaddy.com</u> (heavy sales)

BrianTracy.com

<u>PowerInternetMarketing.ProsperSystems</u> <u>.biz</u> (get this report w/ hot links)

<u>GoDaddy.com</u> (phone assistance OK; we can guide you as well)

THE Straight-Forward Steps to Successful GOgitMMM

Build the **Landing Page** – *Inexpensive*, or **free** as a page on your site

Free sub-domain names – you can easily create then point http://Subdomain.YourCompanyName.com to pages on your site or anywhere else on the 'Net. Add'l pages on your site can add to your Search Engine Optimization (ranking) and coat-tail off the overall ranking.

Make **Great Offer** – **Free** / minimal cost and **instant** is best (in declining effectiveness):

- Report (PDF delivered online) one of your resource books can work
- Product (free/inexpensive and shipped free, or free to pick up)
- Service (charge \$20 if making an office appointment, more if traveling to prospect)

Get Information Today – email address now, more on a linked page or later (initial response drops off 5% per each item requested)

- Name, email address and add'l info are placed manually or automatically in a database or the internal database used by the emailer software.
- Most databases can be converted or downloaded to Excel so you can see what you really have – smart to save it on your computer with a date, in case the system goes haywire.

See below, Website Yesterday.com

<u>Sales.GOLDPanAm.com</u>, <u>Skills.KentonHJohnson.com</u>, <u>Invest.ProsperSystems.biz</u>, <u>Groups.Google.com</u>

<u>Free Book Abstract</u> (page too large, and distracting links)

Save on Life Insurance Report (come on to subscribe to newsletter)

<u>Free Brian Tracy CD</u> (but have to go the shopping cart)

See below (just right)

Simple text files, **Excel**, **EasyDatabase**,

Databases: Simple text files, <u>Excel</u>, <u>EasyDatabase</u>, <u>CardScan</u>, and the more complex versions in emailer software

Emailer software: 1ShoppingCart.com, ConstantContact.com, iContact.com, AWeber.com

Market, Market - continuously, gently - "drip marketing:"

- 90% info, 10% promo encourages opening your emails
- Start with email free or very inexpensive simple, 40-68 characterwide text, one short paragraph – fast to read, easy on cell phone
- Collect additional information as you engage them more via forms, calls, responses to emails or small then large purchases
- Sequenced (AutoResponder) from day sign up is best, but regular, short, powerful messages is the key
- Reference brochure website for more details
- Encourage them to participate in other exposure systems you may have or will create: online groups, Blogs, Facebook, Twitter
- Every 10th communication, drive to *sales website*, your store, office, email phone or online VOIP (Skype, Google Voice)

The simplest way to email is to copy the email addresses into the BCC line (Blind Carbon Copy vs TO or CC), and click send.

However, emailer software makes regular emailing straight-forward and allows many more email addresses the straight emailing.

Excel data can also be MailMerged into Word for custom letters, bills, etc, as well as loaded into other systems such as QuickBooks, Google Contacts.

To fully utilize your database, expand it to include other marketing/sales info: keywords, source of contact, notes, sign-up and call-back dates, purchases

All Marketing Methods - start with email then branch out based on testing (5-10% of your contact marketing budget):

- Electronic: email, text (SMS) mail, video, webinar, discussion groups, recorded message, auto-dialer, fax broadcast, private membership website
- Conventional: direct mail, printed newsletter, show, MeetUp groups, seminar

Simply copy email addresses into an email BCC line, <u>MS Word MailMerge</u>, <u>ConstantContact.com</u>, <u>iContact.com</u>, <u>Aweber.com</u>

ExcellentHouses.com (collection form via GoDaddy's WebSiteTonight),
Political Input Form (in a Google Docs database – good form, candidate destabilized)

1ShoppingCart.com/autoresponder

<u>Google Group</u>, <u>Google Blogger</u>, <u>LinkedIn.com</u>, <u>Facebook.com</u>, <u>Twitter.com</u>

Databases: Simple text files, <u>Excel</u>, <u>EasyDatabase</u>, <u>CardScan</u>

Emailer software: 1ShoppingCart.com, ConstantContact.com, iContact.com, Aweber.com

MS Word MailMerge, QuickBooks, Google Contacts

Excel, EasyDatabase, CardScan

SMS mailers, YouTube, GoToMeeting, Google Groups

<u>MeetUp.com</u> (excellent way to provide group information), <u>MarketingClubDenver.com</u> (bi-weekly, super leader and group), <u>CEOSpace.net</u>

(ubiquitous group of business builders meets weekly or so in many cities in USA and Canada)

Example of Landing Page – at *PowerInternetMarketing.ProsperSystems.biz*

Click link to request latest version of this report with "hot" links to examples and resources

Get Your Free Report - THE Latest Power Internet Marketing

The latest, smartest and least-expensive marketing is based on GOgitMMM - (make a) Get (prospect) Information Today (adding to a database) - Market, Market, Market, Market, Continuous marketing via one or more channels.

Second-decade, 21st-century marketing is focused on the Internet.

Expert 40-year Consultants at Prosper Systems have compiled years of research into a very powerful, tight, clear report ...

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Notes:

- First Column could be a picture or video (and may be in a few days) currently the second place the reader will look, may be first with a picture or video
- Second Column purposely has Red Title and much "white space" to attract the eye most probably will be the first
 place the reader looks
- Third Column is the final, action place, and leads directly to the report PDF.
- The info and links at the bottom are for verification and credibility, not distractions. It is tempting to make this a leadin to a brochure or sales website, but best to keep it simple, and let the Market, Market, Market part of the
 GOgitMMM system drive them to the your website(s) at the appropriate point in developing the relationship.



Mining Glossary

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Designed to be printed in Booklet Format

CAPS – JuniorMiners.com (Canadian)

U/I case often with links - ProspectorsParadise.com (US)

U/I Case* - KJ additions often with source as a link

CAPS** – Wells Historical Society and Wells Museum, BC - wells.entirety.ca/terms.htm **Bold** definition*** – Gold-Speculator NI 43-101 definitions borrowed from NovaGold.com

CAPS definition**** - Canadian Institute of Mining, Metallurgy and Petroleum for NI 43-101

BOLD CAPS*** – MINING INDUSTRY INFORMATION**

ADIT** - A passageway or opening driven horizontally into the side of a hill generally for the purpose of exploring or otherwise opening a mineral deposit. An adit is open to the atmosphere at one end, a tunnel at both ends.

ADIT. A nearly horizontal passage driven from the surface to the mine workings.

ADJACENT PROPERTY – a property (a) in which the issuer does not have an interest; (b) that has a boundary reasonably proximate to the property being reported on; and (c) that has geological characteristics similar to those of the property being reported on.****

AERIAL TRAMWAY** - A system for the transporting of ore or rock in buckets which are suspended from a cable.

AIR DRILLING. Rotary drilling using compressed air.

ALLOY** - A compound of two or more metals, usually produced by fusion.

ALLUVIAL DEPOSIT. Sometimes referred to as placer. Sand, gravel etc, removed from a parent rock by water, time and erosion and deposited at a distance location.

Alluvial or Bench Deposits - An alluvial deposit is an ancient river-washed rock and gravel bar that may be thousands of feet from the nearest stream, creek, or river. Alluvial (or bench) deposits contain untapped potential for finding gold because such areas have never been worked before.

AMALGAMATION- A process by which gold and silver are extracted from an ore by dissolving them in mercury.

ANTICLINE. Upward fold or arch in the rock strata.

APEX** - The top or terminal edge of a vein on the surface or its nearest point to the surface.

ASSAY** - To test ores or minerals by chemical or other methods for the purpose of determining the amount of valuable metals contained.

ASSAY. The testing of an ore to determine the content of valuable minerals. Can be wet or fire.

ASSESMENT WORK. Work that is required to maintain one property. This is set by government set standards. Companies must spent a certain amount of dollars by, mapping, testing, trenching etc.

ASSESSMENT WORK** - The amount of work specified by law, which must be done each year to retain legal control of mining lands.

ATTITUDE. Direction and degree of a dip of a structure. This could be a vein, lode or zone of mineralization. Some call it dip and strike.

AURIFEROUS. This means gold bearing material (the kind everyone would like to find).

AUTOGENOUS GRINDING** - The process of grinding in a rotating mill which uses as a grinding medium large pieces or pebbles of the ore being ground, instead of conventional steel balls or rods.

BACKSTOPE** - The initial lift or slice when commencing to stope or mine from a drift.

BALL MILL** - A piece of milling equipment used to grind ore into small particles. It is a cylindrical shaped steel container filled with steel balls into which crushed ore is fed. The ball mill is rotated causing the balls themselves to cascade, which in turn grinds the ore.

BASAL TILL. Clay deposit material left along at the base of a glacier.

BASALT. Fine grained, darker-colored igneous rock. Old lava beds that have hardened.

BASE METAL** - A metal inferior in value to gold and silver, generally applied to the commercial metals such as copper, lead, etc.

BASE METALS. Commercial (non precious) metals such as lead, zinc, copper or nickle.

BEDROCK** - Solid rock forming the earth's crust, frequently covered by overburden or water.

BEDROCK. The solid base of earth under the over burden and soils or gravels.

Bench Deposit* – see Alluvial or Bench Deposits.

BIT** - The cutting end of boring instrument. In rock drilling, it is frequently made with ultra-hard material such as diamonds or tungsten carbide.

BITUMINOUS COAL. A middle rank coal formed by pressure and heat on lignite. Usually has a high Btu value (British Thermal Unit) and sometimes know as soft coal.

BLAST HOLE** - A hole drilled for purposes of blasting rather than for exploration or geological information.

BLOCK CAVING** - A cheap method of mining in which large blocks of ore are under cut, the ore breaking and caving under its own weight.

BONANZA** - Very rich ore, or situation.

BOREHOLE. The hole that is made from drilling a well, core etc.

BREAST** - A working face, usually restricted to a stope.

BrownField* - Existing mining area – opposite of a new, GreenField.

BTU. British thermal unit. The amount of energy that is required to raise one pound of water one degree Fahrenheit.

Bucket Line Dredge - Unlike the modern, small scale dredges; a bucket line dredge was very large. Instead of sucking up water and gravel through the use of water pressure, the bucket line dredges would scoop it up and run it through a long sluice box. Only 10 cents of gold was needed for each square yard of material to make a profit back when these dredges were common in the 1890s and on into the early 1900s.

BULLION** - Metal in bars, ingots or other uncoined form.

CAGE** - The conveyance used to transport men and equipment in a shaft.

CALORIFIC VALUE. The amount of heat that can be obtained from one pound of coal or oil measured in BTU's.

CAMBRIAN. The earliest period of the Paleozoic era to which systems of rock may be assigned.

CAPEX or capex* – Capital expenditures creating future benefits.

CARBONATES. Minerals consisting of carbonates of calcium, iron or magnesium.

CATHODE** - A rectangular plate of metal produced by electrolytic refining which is melted into commercial shapes such as ingots.

CHANGE HOUSE** - A special building constructed at a mine where the miner changes to his working clothes; also known as a dry house.

CHUTE** - An inclined opening, usually constructed of timber and equipped with a gate, through which ore is drawn from a stope into mine cars.

CLAIM** - A portion of mining land held under federal or provincial law.

CLAIM. Claims are parcels of land that are staked by companies or individuals for the purpose of exploring and mining. Depending on the area and countries they are measured off in different sizes of acreage.

CLAIM- MILL SITE****: A mill site must be located on non-mineral land. Its purpose is to either (1) support a lode or placer mining claim operation or (2) support itself independent of any particular claim. A mill site must include the erection of a mill or reduction works and/or may include other uses reasonably incident to the support of a mining operation. Descriptions of mill sites are by metes and bounds surveys or legal subdivision. The maximum size of a mill site is 5 acres.

CLAIM- PATENTED*****: A patented mining claim is one for which the Federal Government has passed its title to the claimant, making it private land. A person may mine and remove

minerals from a mining claim without a mineral patent. However, a mineral patent gives the owner exclusive title to the locateble minerals. It also gives the owner title to the surface and other resources. With a Patented Cailm: You own the Land as well as the minerals

CLAIM- PLACER*****: Mineral deposits subject to placer claims include all those deposits not subject to lode claims. Originally, these included only deposits of unconsolidated materials, such as sand and gravel, containing free gold or other minerals. By Congressional acts and judicial interpretations, many nonmetallic bedded or layered deposits, such as gypsum and high calcium limestone, are also considered placer deposits. Placer claims, where practicable, are located by legal subdivision of land(for example: the E 1/2 NE 1/3 NE 1/4, Section 2, Township 10 South, Range 21 East, Mount Diablo Meridian). The maximum size of a placer claim is 20 acres per locator.

CLAIM- TUNNEL SITES*****: A tunnel site is where a tunnel is run to develop a vein or lode. It may also be used for the discovery of unknown veins or lodes. To stake a tunnel site, two stakes are placed up to 3,000 feet apart on the line of the proposed tunnel. Recordation is the same as a lode claim. Some States require additional centerline stakes (for example, in Nevada centerline stakes must be placed at 300-foot intervals). An individual may locate lode claims to cover any or all blind (not known to exist) veins or lodes intersected by the tunnel. The maximum distance these lode claims may exist is 1,500 feet on either side of the centerline of the tunnel. This, in essence, gives the mining claimant the right to prospect an area 3,000 feet wide and 3,000 feet long. Any mining claim located for a blind lode discovered while driving a tunnel relates back in time to the date of the location of the tunnel site.

CLAIM- UNPATENTED*****: An Un-patented mining claim is a particular parcel of Federal land, valuable for a specific mineral deposit or deposits. It is a parcel for which an individual has asserted a right of possession. The right is restricted to the extraction and development of a mineral deposit. The rights granted by a mining claim are valid against a challenge by the United States and other claimants only after the discovery of a valuable mineral deposit. With a Unpatented Claim: You are leasing, from the government, the right to extract minerals. No land ownership is conveyed.

CLAIM- LODE*****: Deposits subject to lode claims include classic veins or lodes having well-defined boundaries. They also include other rock in-place bearing valuable minerals and may be broad zones of mineralized rock. Examples include quartz or other veins bearing gold or other metallic minerals and large volume but low-grade disseminated metallic deposits. Lode claims are usually described as parallelograms with the longer side lines parallel to the vein or lode. Descriptions are by metes and bounds surveys (giving length and direction of each boundary line). Federal statute limits their size to a maximum of 1,500 feet in length along the vein or lode. Their width is a maximum of 600 feet, 300 feet on either side of the centerline of the vein or lode. The end lines of the lode claim must be parallel to qualify for underground extralateral rights. Extralateral rights involve the rights to minerals that extend at depth beyond the vertical boundaries of the claim.

COLLAR** - The term applied to the timbering or concrete around the mouth of a shaft; also used to describe the top of a drill hole.

CONCENTRATE** - A product containing the valuable metal and from which most of the waste material in the ore has been removed.

CONCENTRATE. A product that has the valuable material after all the waste has been eliminated.

CORE BARREL** - That part of a string of tools in diamond drilling in which the core specimen collects.

CORE** - The long cylinder of rock, about one inch or more in diameter, that is recovered by the diamond drill.

CORE. Sometimes called core sample. A sample of rock that has been drill out of the area of interest.

Coyote - The process of digging in river-borne gravels by tunneling until bedrock is hit. The tunnel is dug in hopes of finding a rich bedrock deposit deep in the gravel bar.

CRETACEOUS. A period in history from 130 to 60 million years ago.

CROSSCUT** - A horizontal opening driven across the course of a vein or structure, or in general across the strike of the rock formation; a connection from a shaft to an ore structure.

CRUSHER** - A machine for crushing rock, such as a gyratory crusher, jaw crusher, stamp mill, etc.

CUT OFF. The lowest the grade of ore that can be mined profitably.

CYANIDATION** - A method of extracting gold or silver by dissolving it in a weak solution of sodium cyanide.

DATA VERIFICATION – the process of confirming that data has been generated with proper procedures, has been accurately transcribed from the original source and is suitable to be used.

DE-AREATOR TANK: This tank is used to process ore into gold in hard rock mining.

DEPOSIT. An area that has a quantity of ore or other material that is deemed to be mineable.

DEVELOPMENT PROPERTY – a property that is being prepared for mineral production and for which economic viability has been demonstrated by a feasibility study.****

DEVELOPMENT** - Is the underground work carried out for the purpose of reaching and opening up a mineral deposit. It includes shaft sinking, cross-cutting, drifting and raising.

DEVONIAN. A period from about 400 to 360 million years ago.

DIAMOND DRILL** - A rotary type of rock drill in which the cutting is done by abrasion rather than percussion. The cutting bit is set with diamonds and is attached to the end of long hollow rods. The drill cuts a core of rock which is recovered in long cylindrical sections, an inch or more in diameter.

DIAMOND DRILLING. A rotary drill which cuts by abrasion rather than percussion. The bit is of diamond tips.

DIFFERENTIAL FLOTATION** - A milling process using the flotation process, by which

concentrates are made of each of the various valuable minerals in an ore.

DILUTION** - Waste of low grade rock which is unavoidably removed along with the ore in the mining process.

DIP NEEDLE** - A compass whose needle is mounted so as to swing in a vertical plane, used for determining the magnetic attraction of rocks.

DIP** - The angle at which a vein, structure or rock bed is inclined from the horizontal, measured at right angles to the strike.

DISCLOSURE – any oral statement or written disclosure made by or on behalf of an issuer and intended to be, or reasonably likely to be, made available to the public in a jurisdiction of Canada, whether or not filed under securities legislation, but does not include written disclosure that is made available to the public only by reason of having been filed with a government or agency of government pursuant to a requirement of law other than securities legislation.****

DRAG FOLD** - Rock that has been folded or bent back on itself.

Dredge - A common piece of mining equipment today, the dredge sucks up dirt and gravel from within the stream bed by the use of water pressure. The dredge is operated by the use of a water pump and a network of hoses. Dredge hose sizes can be anywhere from one inch in diameter to 20 inches or more.

DREDGING. A means of extracting gold bearing materials or any other material from under water.

Drift - In mining, a drift is defined as a horizontal passageway that is excavated along a rich vein of ore. Hard rock mines usually use drifts to obtain the rich ore, though, some hard rock mines are open pit.

DRIFT (DRIVE)** - A horizontal passage underground that follow along the length of a vein or rock formation as opposed to a crosscut which crosses the rock formation.

DRIFTER** - A rock drill used for boring horizontal holes for blasting.

DRY HOUSE** - A building where the miner changes to his working clothes.

Drywasher - A common desert mining tool. The drywasher is like a highbanker but lacks the need for water. A drywasher operates by the use of wind. The light junk material is blown off the top of the sluice in the drywasher and the gold stays on the bottom. The sluice riffles in a drywasher are backwards for better recovery.

DUMP** - A pile or heap of rock or ore on the surface.

EARLY STAGE EXPLORATION PROPERTY – a property that has (a) no current mineral resources or mineral reserves defined; and (b) no drilling or trenching proposed; in a technical report being filed in a local jurisdiction.****

ELUVIAL. Material that has been moved from its source via time and water. Most placer mines are eluvial.

EXPLORATION INFORMATION – geological, geophysical, geochemical, sampling, drilling, trenching, analytical testing, assaying, mineralogical, metallurgical and other similar information concerning a particular property that is derived from activities undertaken to locate, investigate, define or delineate a mineral prospect or mineral deposit.****

EXPLORATION** - The prospecting, diamond drilling and other work involved in searching for ore.

EXTRACTION. The process of taking out the good ore from the waste materials.

FACE** - As applied to a drift, crosscut or stope, is the end in which work is progressing.

FAULT ZONE. A fault, instead of being a single clean fracture, may be a zone hundreds or thousands of feet wide. The fault zone consists of numerous interlacing small faults or a confused zone of gouge, breccia, or mylonite.

FEASIBILITY STUDY – a comprehensive study of a mineral deposit in which all geological, engineering, legal, operating, economic, social, environmental and other relevant factors are considered in sufficient detail that it could reasonably serve as the basis for a final decision by a financial institution to finance the development of the deposit for mineral production.****

FERROUS. Any mineral that containing iron.

FILTER PRESS** - This is used to filter out impurities out of gold.

FINE GOLD** - Almost pure gold. Fineness is the proportion of pure gold or silver in jewellery or bullion expressed in parts per thousand. Thus, 925 fine gold indicates 925 parts out of 1,000, or 92.5%, is pure gold.

FISSURE** - An extensive crack, break or fracture in rocks.

FISSURE. A crack or fracture in rocks.

FLOAT** - Pieces of rock that have been broken off and moved from their original location by natural forces such as frost action or glaciers.

FLOAT. Pieces rock which become separated from the main body due to time and weathering.

FLOATATION** - A milling process by which some mineral particles are induced to become attached to bubbles and float, and others to sink. In this way the valuable minerals are concentrated and separated from the worthless gangue.

Flour Gold/Gold Dust - Gold that is so fine that it looks and feels like flour or dust. "The bread and butter of prospecting." Nuggets are just a bonus.

FLOWSHEET** - The sequence of operations, step by step, by which ore is treated in a milling, concentration, or smelting process.

FLUME. Used by the old timers, flumes were built to divert water from a source to where the

mining was taking place. Like old wooded aqueducts.

Flumes - Flumes are like sluice boxes, they do not have riffles though and are used solely to transport water in areas where a ditch would be impossible (cliffsides, rocky hillsides). Two flumes were built in the construction of the China Ditch.

FOOTWALL** - The wall or rock on the underside of a vein or ore structure.

FREE MILLING** - Ores of gold or silver from which the precious metals can be recovered by concentrating methods without resort to roasting or chemical treatment.

GAMMA** - A unit of measurement of magnetic intensity.

GANGUE** - The worthless minerals associated with valuable minerals in an ore deposit.

GEIGER COUNTER** - An instrument used in the search for radioactive minerals, particulary uranium, as it is capable of detecting (by means of a Geiger Mueller tube) the rays emanating from such minerals. It registers the frequency or intensity of these rays either visually (by dial or flashing light), audibly (by earphones) or both.

GEIGER COUNTER. A device used to find and sense radioactive mineral.

GEOCHEMICAL. The study of the chemical composition of rocks, soil and other sediments.

GEOLOGICAL SURVEY. The drilling surface rock outcroppings for the purpose of exploratory development.

GEOLOGY** - The science concerned with the study of the rocks which compose the earth.

GRAB SAMPLE. Sample of rock or material grabbed at random to be analyzed.

GreenField* - New mining area – opposite of a old, BrownField.

GRIZZLY** - A grating (usually constructed of steel rails) placed over the top of a chute or ore pass for the purpose of stopping the larger pieces of rock or ore.

GROUTING** - The process of sealing off a water flow in rocks by forcing thin cement slurry, or other chemicals into the cervices; usually done through a diamond drill hole.

GRUBSTAKE** - Finances or supplies of food, etc., furnished a prospector on promise of some share in any discoveries he make.

GUIDES** - The timber along the sides of a shaft for the purpose of steadying, or guiding, the cage or conveyance.

HANGING WALL** - The wall or rock on the upper or top side of a vein or ore deposit.

Hard Rock Mine - A hard rock mine is a tunnel that is dug into solid rock for the sole purpose of finding valuable or precious rocks, minerals, or metals. Gold originates deep within the earth in places called Pockets. The pockets are filled with gold, heavy ore, and quartz.

Hhydraulic Mining- Hydraulic mining used water that was diverted into ditches and wooden flumes at high elevations, and gravity did the rest. Channeled through heavy iron pipes, the water exploded from a nozzle far below with a force of 5000 pounds. When that awesome stream of water was focused and directed, the mountains were literally blasted away.

Highbanker - A highbanker is a sluice box with mobility. Instead of being put right in the creek like a sluice, the highbanker uses a water pump to transport the water into higher and sometimes richer placer reserves. In addition to the ability to go just about anywhere, the highbanker also is able to run more material in less time than the sluice. These characteristics make the highbanker a common modern day mining tool.

HIGHGRADE** - Rich ore. Selective mining of the best ore in a deposit.

HIGHGRADED** - One who steals rich ore, especially gold, from a mine.

HISTORICAL ESTIMATE – an estimate of mineral resources or mineral reserves prepared prior to February 1, 2001.****

HOIST** - The machine used for raising and lowering the cage or other conveyance in a shaft.

HOST ROCK** - The rock containing an ore deposit.

HYDRAULIC** - This describes a common method of mining in which water under pressure is used to cut away banks of gold-bearing gravels or overburden. Water is brought to the operation form a "head"; the water is then discharged into a pipeline, at the end of which is a nozzle called a "monitor" or a "giant." By using the water provided, the overburden can be cut away to expose the gold-bearing gravels which are then sluiced, using the water provided.

IMMM Reporting Code – the classification system and definitions of mineral resources and mineral reserves approved by The Institution of Materials, Minerals, and Mining in the United Kingdom, as amended.****

IN SITU. In a natural or original position.

Indicated Resource is that part of a mineral resource for which quantity, grade or quality, densities, shape and physical characteristics can be estimated with a level of confidence sufficient to allow the appropriate application of technical and economic parameters to support mine planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough for geologic and grade continuity to be reasonably assumed.***

INDUCED POLARISATION. A geophysical prospecting method of passing an electrical current through the ground and measuring the effect of rocks and minerals in its path.

INDUSTRIAL MINERALS. Non metallic. Examples: Salts, silica, gravels etc.

Inferred Resource is that part of a mineral resource for which quantity and grade or quality can be estimated on the basis of geological evidence and limited sampling and reasonably assumed, but not verified, geological and grade continuity. The estimate is based on limited

information and sampling gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes.***

INTERMEDIATE ROCKS. Igneous rocks containing between 52 and 66 percent silica. Between the chemical composition of acid and basic rocks.

JAW CRUSHER** - A machine in which the rock is broken by the action of moving steel jaws.

JIG** - An apparatus used in milling to concentrate ore on a screen submerged in water, either by a reciprocating motion of the screen or by the pulsation of water through it.

JIG. A machine used to collect concentrates of ore by water pulsation.

JORC Code – the Australasian Code for Reporting of Mineral Resources and Ore Reserves prepared by the Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Mineral Council of Australia, as amended.****

Junior Mining Company* – an exploration company that looks for new deposits of gold, silver, uranium or other precious minerals. These companies target properties that are believed to have significant potential for finding large mineral deposits. They are a major source of future mine supply. They find promising properties, prove the resources, stake the raw material and bring mines into production. With highly trained geologists, geophysicists and engineers on staff, it is the junior mining company that typically is best positioned to determine whether a property is economically viable. Juniors are critical players in the early stages, bridging the long lag time between when a new deposit is found and when it is brought into production.

LAGGING** - Planks or small timbers placed along the roof of a stope or drift to prevent rocks from falling, rather than to support the main weight of the overlying rocks.

LAUNDER** - A chute or trough for conveying pulp, water or powdered ore in the milling process.

LEACHING. A process of chemical extraction of minerals from ore material. Example: Gold is extracted using the heap leach method.

LODE** - A mineral deposit in solid rock.

LODE. Mineral deposit contained in solid rock. (mother lode)

Long Tom - Similar to a sluice box, but longer and skinnier.

Measured Resource is that part of a mineral resource for which quantity, grade or quality, densities, shape and physical characteristics are so well established that they can be estimated with confidence sufficient to allow the appropriate application of technical and economic parameters to support production planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough to confirm both geologic and grade continuity.***

Metallurgy* - domain of materials science that studies the physical and chemical behavior of

metallic	elements,	their intermetallic	compounds,	and their m	nixtures, v	which are	called alloys.	It is
also the	technolog	y of metals: the wa	ay in which s	cience is ap	oplied to t	heir practi	ical use.	

Metallurgy, Clean* -	

MILL HEADS** - The average grade of ore fed into a mill.

MILL** - a) A plant in which ore is treated for the recovery of valuable metals. b) A machine consisting of a revolving drum, for the fine grinding of ores as a preparation for treatment.

MILLING ORE** - Ore that contains sufficient valuable mineral to be treated by milling process.

MINERAL PROJECT – any exploration, development or production activity, including a royalty interest or similar interest in these activities, in respect of diamonds, natural solid inorganic material, or natural solid fossilized organic material including base and precious metals, coal, and industrial minerals.****

Mineral Reserve is the economically mineable part of a measured or indicated mineral resource demonstrated by at least a preliminary feasibility study. This study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified. A mineral reserve includes diluting materials and allowances or losses that may occur when the material is mined. Mineral reserves are subdivided in order of increasing confidence into probable mineral reserves and proven mineral reserves.***

Mineral Resource is a concentration or occurrence of natural, solid, inorganic or fossilized organic material in or on the Earth's crust in such form and quantity and of such a grade or quality that it has reasonable prospects for economic extraction. The location, quantity, grade, geological characteristics and continuity of a mineral resource are known, estimated or interpreted from specific geological evidence and knowledge. Mineral resources are subdivided, in order of increasing geological confidence, into inferred, indicated and measured categories.***

MONITOR** - An apparatus fitted with a nozzle and used to direct water under high pressure in order to remove overburden or to break down gold-bearing gravels in order to sluice them. Also known as a "giant."

Mother Lode - Every miner hopes of finding their own "mother lode" or source of the gold that's laden in the rivers. A mother lode is where the gold is trapped inside veins of quartz on mountain sides. The erosion of land causes the gold to break away from this source and eventually wash down into the river. The larger the pieces of gold being found in the river, the closer one is to the mother lode. Mother lode also refers to the vast area in Central California where gold was found. It was called the mother lode, because the whole area was a source, not just a small target area.

MOTHERLODE** - The starting place or origin of a metal. A vein which contains the original metal "in place."

NATIONAL INSTRUMENT 43-101 (NI 43-101). Is a rule developed by the Canadian Securities Administrators (CSA) and administered by the provincial securities commissions that govern how issuers disclose scientific and technical information about their mineral projects to the public. It covers oral statements as well as written documents and websites. It requires that all disclosure be based on advice by a "qualified person" and in some circumstances that the person be independent of the issuer and the property. A qualified person (QP) as defined in NI 43-101 as an individual who:

- a) is an engineer or geoscientist with at least five years of experience in mineral exploration, mine development or operation or mineral project assessment, or any combination of these;
- b) has experience relevant to the subject matter of the mineral project and the technical report;
- c) is a member in good standing of a professional association.

NI 44-101 - National Instrument 44-101 Short Form Prospectus Distributions.****

NUGGET** - A water-worn piece of precious metal, usually implying some size.

Open Pit Mine - In search of rich veins of quartz, open pit mines are common today. Because of the danger associated with drifts, open pit mines are dug from the ground down and are never tunneled. They can be best described as, "A big hole."

Ore - Any natural combination of minerals. Especially one from which a metal or metals can be profitably extracted. Commonly a mixture of one or more of the following: quartz, gold, copper, silver, sulfer, iron, and nickel.

ORE RESERVE. The amount of ore that is available for extraction.

ORE** - A mixture of ore minerals and gangue from which at least one of the metals can be extracted at a profit.

ORE-BEARING** - Rock that has some type of ore present in its composition.

OVERBURDEN. Material such us dirt, clay and sand that cover e surface area.

Pack Train - Pack trains were used to transport the bare necessities to miners and loggers in the 19th century. They usually consisted of 5 or more horses or mules and a few men.

PALEOZOIC. The time between the Pre Cambrian and the Mesozoic.

PAN** - To wash gravel or rock that have been ground in a pan to separate gold.

PAYDIRT. The pay. The material washed in sluicing that contains the gold.

PEBBLE MILL** - A grinding mill similar in construction and action as a ball mill, but in which the charge is made up of hard pebbles in place of the more conventional steel balls.

PERCUSSION DRILLING. A method of drilling process that involves hammering the drill bit down the hole.

PERMIAN. A time period from about 290 to 240 million years ago.

Placer Mines - Placer Mining is the most common form of mining, it involves mining gold that has been washed away from its motherlode (or source) and deposited in small cracks, holes, or sand bars in the mainstream of a river.. It almost always involves the use of water in some way or another. Placer mining tools generally include the rocker box, sluice, dredge, highbanker, shaker table, drywasher, and always the pan. Placer Claims are 20 acres, and many modern miners have their own placer claim.

PLACER** - An alluvial deposit of sand and gravel containing valuable minerals such as gold.

PLACER. Referred to mostly in gold. Mining the surface. Eluvial type mining.

PLANT** - A group of buildings, and especially to their contained equipment, in which a process or function is carried out; on a mine it will include warehouses, hoisting equipment, compressors, repair shops, offices, mill or concentrator.

Pocket - In mining, a pocket is defined as a cavity filled with ore, or a rich deposit of precious metal.

POCKETS** - These are cavities in the earth, filled with ore, or a rich deposit of gold.

PORTAL** - The surface entrance to a tunnel or adit.

PRE-FEASIBILITY STUDY - see PRELIMINARY FEASIBILITY STUDY****

PRELIMINARY ASSESSMENT – a study that includes an economic analysis of the potential viability of mineral resources taken at an early stage of the project prior to the completion of a preliminary feasibility study.****

PRELIMINARY FEASIBILITY STUDY and PRE-FEASIBILITY STUDY each mean a comprehensive study of the viability of a mineral project that has advanced to a stage where the mining method, in the case of underground mining, or the pit Rules and Policies December 23, 2005 (2005) 28 OSCB 10358 configuration, in the case of an open pit, has been established and an effective method of mineral processing has been determined, and includes a financial analysis based on reasonable assumptions of technical, engineering, legal, operating, economic, social, and environmental factors and the evaluation of other relevant factors which are sufficient for a qualified person, acting reasonably, to determine if all or part of the mineral resource may be classified as a mineral reserve.****

Probable Reserve is the economically mineable part of an indicated, and in some circumstances, a measured mineral resource demonstrated by at least a preliminary feasibility study. This study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified.***

PRODUCING ISSUER – an issuer with annual audited financial statements that disclose (a) gross revenues, derived from mining operations, of at least \$30 million for the issuer's most recently completed financial year; and (b) gross revenues, derived from mining operations, of at least \$90 million in the aggregate for the issuer's three most recently completed financial years.

PROFESSIONAL ASSOCIATION – a self-regulatory organization of engineers, geoscientists or both engineers and geoscientists that (a) is (i) given authority or recognition by statute in a jurisdiction of Canada, or (ii) a foreign association listed in Appendix A; (b) admits individuals on the basis of their academic qualifications and experience; (c) requires compliance with the professional standards of competence and ethics established by the organization; and (d) has disciplinary powers, including the power to suspend or expel a member.****

Prospect - Can have many different definitions to a miner. A prospect could be a hope for or anticipation of making a profit in mining. It can also mean to search for gold. Another definition can state it as meaning a place where a mineral deposit is sought or found.

PROSPECT** - A mining property, the value of which has not been proved by exploration.

Proven Reserve is the economically mineable part of a measured mineral resource demonstrated by at least a preliminary feasibility study. This study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified.***

PULP** - A name for gold in the mining process.

PYRITE** - A hard, heavy, shiny, yellow mineral, being a sulphide of iron. It is sometimes called "fools gold."

PYRITES. A hard, heavy, shiny, yellow mineral, FeS2 or iron disulfide, generally Also called iron pyrites, mica pyrites, fool's gold, sulfur balls.

QUALIFIED PERSON – an individual who (a) is an engineer or geoscientist with at least five years of experience in mineral exploration, mine development or operation or mineral project assessment, or any combination of these; (b) has experience relevant to the subject matter of the mineral project and the technical report; and (c) is in good standing with a professional association and, in the case of a foreign association listed in Appendix A, has the corresponding designation in Appendix A.****

QUANTITY – either tonnage or volume, depending on which term is the standard in the mining industry for the type of mineral.****

QUATERNARY. A time period dating from about 1.8 million years ago to the present.

RAISE** - A vertical or inclined underground working that has been excavated from the bottom upward.

RAKE** - The trend of an ore body along the direction of its strike.

REAMING SHELL** - A component of a string of rods used in diamond drilling; it is set with diamonds, and placed between the bit and the core barrel to maintain the gauge of the hole.

RECOVERY** - The percentage of valuable metal in the ore that is recovered by metallurgical treatment.

ROCK BURST** - The sudden failure of walls or pillars in a mine caused by the weight of

pressure of the surrounding rocks, and accompanied by a violent release of energy.

ROCKBOLTING** - The act of consolidating roof strata by means of anchoring and tensioning steel bolts in holes especially drilled for the purpose.

Rocker Box or Cradle - Today, the rocker box is not used as extensively as the sluice, but still is an effective method of recovering gold in dryer than usual areas. Like a sluice box the rocker box has riffles and a carpet in it to trap the gold. It was designed to be used in areas with less water than a sluice box. The process involves pouring water out of a small cup and then rocking the small sluice box like a cradle, thus the name rocker box or cradle.

ROD MILL** - A rotating cylindrical mill which employs steel rods as a grinding medium.

ROTARY DRILLING. A drilling method where the drill pipe and bit is rotated and allowed to drill its way down.

ROYALTIES. Money owed to the claim holder or owner. NSR (net smelter royalty)

SAMPLE** - A small portion of rock or mineral deposit, usually taken for the purpose of being assayed to determine possible content of valuable elements.

SAMREC Code – the South African Code for Reporting of Mineral Resources and Mineral Reserves prepared by the South African Mineral Committee (SAMREC) under the auspices of the South African Institute of Mining and Metallurgy (SAIMM), as amended.****

SEC Industry Guide 7 – the mining industry guide entitled Description of Property by Issuers Engaged or to be Engaged in Significant Mining Operations contained in the Securities Act Industry Guides published by the United States Securities and Exchange Commission, as amended.****

SHAFT** - A vertical or inclined excavation for the purpose of opening and servicing a mine. It is usually equipped with a hoist at the top, which lowers and raises a conveyance for handling men and material.

SHAFT. A vertical excavation used for the purpose of opening a mine.

SHAKER SCREEN** - This screen filters out impurities in milling of gold.

Shaker Table - Shaker tables are like giant gold pans. An engine drives a belt that vibrates a huge bucket. Instead of the junk material being separated from the gold, the gold is separated from the junk. The vibration of the bucket causes the gold to settle to the bottom, the junk goes into a small classifier and is dumped out into a tailing pile.

SHOOT. A concentration of mineral values.

SKIP** - A self-dumping type of bucket used in a shaft for hoisting ore or rock.

SLAG. The waste product from smelting.

Sluice Box - The Sluice Box is the most commonly used tool in mining aside from the shovel and pan. A long, narrow, wood or metal artificial channel that water passes through when put in a

creek or stream. Nineteenth century miners used and twentieth century miners still use sluice boxes to separate the dirt and junk material away from the gold. Gold, the most dense metal known to man, stays in the sluice box because of its heavy weight.

SLUICE. A long trough with riffles used to catch gold.

Sourdough - A highly experienced miner who has prospected for many years.

SQUARE SET** - A set of timbers used for support in underground mining, consisting of cap, girt and post.

STATION** - An enlargement of a shaft made of the level horizon used primarily for the storage and handling of equipment.

STOCK PILE** - Broken ore accumulated in a heap on the surface, pending treatment or shipment.

Stope - A step-like excavation formed by the removal of ore from around a mine shaft.

STOPE** - An excavation in a mine from which ore is being or has been extracted.

SUMP** - An excavation underground for the purpose of catching or storing water; the bottom of a shaft is commonly used for this purpose.

Tailing Pile - Gravel, dirt, and rocks with no gold. Whatever is left behind from mining activity. Occasionally, a gold nugget can slip out of a mining classifier or piece of equipment and end up in the tailing pile, but in modern sluice boxes most of the gold never makes it to the tailing pile.

TAILINGS** - Material rejected from a mill after the recoverable valuable minerals have been extracted.

TAILINGS. Material left over after the rock has been processed of its ore.

TECHNICAL REPORT – a report prepared and filed in accordance with this Instrument and Form 43-101F1 Technical Report that does not omit any material scientific and technical information in respect of the subject property as of the date of the filing of the report; ****

Ten Bagger* – Produces 10x the investment – rare

TERTIARY. A time dating from about 65 to 2 million years ago.

TRAM** - To haul cars of ore or waste in a mine.

TROMMEL. A machine that washes placer material by rotation.

TROY OUNCES** - A type of measurement for gold. A troy is different than an ounce.

TUBE MILL** - A piece of milling equipment consisting of a revolving cylinder half filled with steel rods or balls and into which crushed ore is fed for fine grinding; the material to be ground is mixed with water or other solution and comes out as a slurry.

TUNNEL** - A horizontal underground passage that is open at both ends; the term is loosely applied in many cases to an adit, which is open at only one end.

ULTRABASIC. Igneous rock containing less than 45 percent silica.

ULTRAMAFIC. Igneous rock composed essentially of iron and magnesium.

VEIN** - A fissure, fault or crack in a rock filled by minerals that have travelled upwards from some deep source.

VEIN. An fracture or crack in a rock that contains mineralized material.

VUG. A cavity in a rock.

WEDGE** - As used in diamond drilling, refers to the placing of a wedge at some point in the hole for the purpose of deflecting the bit in another direction.

WINZE** - A vertical or inclined opening sunk from a point inside a mine. Similar to a shaft, but the latter starts at the surface.

WRITTEN DISCLOSURE – any writing, picture, map or other printed representation whether produced, stored or disseminated on paper or electronically, including websites.****

Appendix - Junior Miners.com

Symbols & Meanings

Magnesium - Mg

Aluminium - Al

Iron - Fe

Cobalt - Co

Nickel - Ni

Copper - Cu

Zinc - Zn

Molybdenum - Mo

Rhodium - Rh

Palladium - Pd

Silver - Ag

Cadmium - Cd

Indium - In

Tin - Sn

Tantalum - Ta

Tungsten - W

Iridium - Ir

Platinum - Pt

Gold - Au

Mercury – Hg

A Bit About Gold

Gold is the most malleable and ductile metal. One ounce of gold can be beaten out to 300 sqft. Gold is a good conductor of electricity and heat. It is not affected by exposure to air or to most reagents. It is inert and a good reflector of infrared radiation. Gold is usually alloyed to increase its strength. Pure gold is measured in troy weight, but when gold is alloyed with other metals the term karat is used to express the amount of gold present.

Commonly Used Gold Weights

(based on troy ounces)

The traditional unit of weight for gold is the troy ounce of the Anglo-Saxon system of weights and measures. Despite the gradual conversion to the metric system, the troy ounce remains a traditional fixture of the gold trade and the most important basis for expressing quotations on a majority of the leading gold markets.

```
1 troy ounce = 31.1034807 grams
1 troy ounce = 480 grains
1 troy ounce = 20 pennyweights
3.75 troy ounces = 10 tolas (Indian sub-continent)
6.02 troy ounces = 5 taels (Chinese)
32.15 troy ounces = 1 kilogram
32,150 troy ounces = 1 metric ton (1,000 kilos)
Karats to Gold Percentage:
10K .416
14K .585
18K .750
22K .916
24K 100%
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DWT is an abbreviation for penny weight.

```
1 oz.= 20 DWT DWT/OZ:
2=.10
4=.20
6=.30
8=.40
10=.50
20=1 oz.
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Specific Gravity Of Minerals

The specific gravity of a substance is the ratio of its weight to the weight of an equal volume of water.					
Water weight = 8.34 pounds per imperial gallon.					
2.7 - rock 2.7 - quartz 4.2 - copper 4.3 - garnet 5.1 - pyrite 5.1 - magnetite 5.3 - hematite 7.3 - tin 7.5 - galena 7.9 - iron 10.5 - silver 11.3 - lead 13.6 - mercury 19.2 - gold 21.5 - platinum					
NOTES					

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Mining Glossary - Prosper Systems - Renton Johnson, Founding Member	
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Funding Glossary

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Accredited Investor. Defined as:

- Individual with a net worth of at least \$1 million, not including the value of his or her primary residence;
- Individual with income exceeding \$200,000 in each of the two most recent calendar years or joint income with a spouse exceeding \$300,000 for those years, and a reasonable expectation of the same income level in the current year:
 - Director, executive officer, or general partner of the company selling the securities;
- Bank, insurance company, registered investment company, business development company, or small business investment company;
- Employee benefit plan (within the meaning of the Employee Retirement Income Security Act) if a bank, insurance company, or registered investment adviser makes the investment decisions, or if the plan has total assets in excess of \$5 million:
 - Tax-exempt charitable organization, corporation or partnership with assets in excess of \$5 million;
 - Enterprise in which all the equity owners are accredited investors; or
- Trust with assets of at least \$5 million, not formed only to acquire the securities offered, and whose purchases are directed by a person who meets the legal standard of having sufficient knowledge and experience in financial and business matters to be capable of evaluating the merits and risks of the prospective investment.

Exemption. - US SEC

Bridge Loan. A short-term loan that is used until a person or company secures permanent financing or removes an existing obligation. This type of financing allows the user to meet current obligations by providing immediate cash flow. The loans are short-term (up to one year) with relatively high interest rates and are backed by some form of collateral such as real estate or inventory. Also known as "interim financing," "gap financing" or a "swing loan." As the term implies, these loans "bridge the gap" between times when financing is needed. They are used by both corporations and individuals and can be customized for many different situations. For example, let's say that a company is doing a round of equity financing that is expecting to close in six months. A bridge loan could be used to secure working capital until the round of funding goes through. In the case of an individual, bridge loans are common in the real estate market. As there can often be a time lag between the sale of one property and the purchase of another, a bridge loan allows a homeowner more flexibility.

CrowdFunding. The use of small amounts of capital from a large number of individuals to finance a new business venture. CrowdFunding makes use of the easy accessibility of vast networks of friends, family and colleagues through social media websites like Facebook, Twitter and LinkedIn to get the word out about a new business and attract investors. CrowdFunding has the potential to increase entrepreneurship by expanding the pool of investors from whom funds can be raised beyond the traditional circle of owners, relatives and venture capitalists. In the United States, CrowdFunding is restricted by regulations on who is allowed to fund a new business and how much they are allowed to contribute. Similar to the restrictions on hedge fund investing, these regulations are supposed to protect unsophisticated and/or non-wealthy investors from putting too much of their savings at risk. Because so many new businesses fail, their investors face a high risk of losing their principal.

<u>Debt Financing</u>. When a firm raises money for working capital or capital expenditures by selling bonds, bills, or notes to individual and/or institutional investors. In return for lending the money, the individuals or institutions become creditors and receive a promise that the principal and interest on the debt will be repaid. The other way of raising capital is to issue shares of stock in a public offering. This is called equity financing.

Equity Financing. The act of raising money for company activities by selling common or preferred stock to individual or institutional investors. In return for the money paid, shareholders receive ownership interests in the corporation. Also known as "share capital." This is when a company raises money by issuing stock. The other way to raise money is through debt financing, which is when the company borrows money.

<u>Hybrid Instrument</u>. An investment product that combines the attributes of an equity security with a debt security. Generally, hybrid instruments are designed as debt-type instruments with exposure to the equities market. Examples of hybrid instruments are convertible bonds, preferred stocks, equity default swaps and structured notes linked to an equity index. Also called <u>Hybrid Securities</u>. -- InvestorWords

In-House Financing. A type of seller financing in which a firm extends customers a loan, allowing them to purchase its goods or services. In-house financing eliminates the firm's reliance on the financial sector for providing the customer with funds to complete a transaction. The automobile sales industry is a prominent user of in-house financing. Many vehicle sales rely on the buyer taking a loan, in-house financing allows the firm to complete more deals by accepting more customers. Whereas banks or other financial intermediaries might turn down a loan application, car dealerships can choose to lend to customers with poor credit ratings.

Initial Public Offering - IPO. The first sale of stock by a private company to the public. IPOs are often issued by smaller, younger companies seeking the capital to expand, but can also be done by large privately owned companies looking to become publicly traded. In an IPO, the issuer obtains the assistance of an underwriting firm, which helps it determine what type of security to issue (common or preferred), the best offering price and the time to bring it to market. Also referred to as a "public offering." IPOs can be a risky investment. For the individual investor, it is tough to predict what the stock will do on its initial day of trading and in the near future because there is often little historical data with which to analyze the company. Also, most IPOs are of companies going through a transitory growth period, which are subject to additional uncertainty regarding their future values.

Inventory Financing. A line of credit or short-term loan made to a company so it can purchase products for sale. Those products, or inventory, serve as collateral for the loan if the business does not sell its products and cannot repay the loan. Inventory financing is especially useful for businesses that must pay their suppliers in a shorter period of time than it takes them to sell their inventory to customers. It also provides a solution to seasonal fluctuations in cash flows and can help a business achieve a higher sales volume - for example, by allowing a business to acquire extra inventory to sell during the holiday season. Lenders may view inventory financing as a type of unsecured loan because if the business can't sell its inventory, the bank may not be able to either. This reality may partially explain why, in the aftermath of the credit crisis of 2008, many businesses found it more difficult to obtain inventory financing.

<u>Investment Bank - IB</u>. A financial intermediary that performs a variety of services. This includes underwriting, acting as an intermediary between an issuer of securities and the investing public, facilitating mergers and other corporate reorganizations, and also acting as a broker for institutional clients. The role of the investment bank begins with pre-underwriting counseling and continues after the distribution of securities in the form of advice.

JOBS Act. Basics; Changes; New ... In process. – US SEC

Mezzanine Financing. A hybrid of debt and equity financing that is typically used to finance the expansion of existing companies. Mezzanine financing is basically debt capital that gives the lender the rights to convert to an ownership or equity interest in the company if the loan is not paid back in time and in full. It is generally subordinated to debt provided by senior lenders such as banks and venture capital companies. Since mezzanine financing is usually provided to the borrower very quickly with little due diligence on the part of the lender and little or no collateral on the part of the borrower, this type of financing is aggressively priced with the lender seeking a return in the 20-30% range. Mezzanine financing is advantageous because it is treated like equity on a company's balance sheet and may make it easier to obtain standard bank financing. To attract mezzanine financing, a company usually must demonstrate a track record in the industry with an established reputation and product, a history of profitability and a viable expansion plan for the business (e.g. expansions, acquisitions, IPO).

Microfinance. A type of banking service that is provided to unemployed or low-income individuals or groups who would otherwise have no other means of gaining financial services. Ultimately, the goal of microfinance is to give low income people an opportunity to become self-sufficient by providing a means of saving money, borrowing money and insurance. Microfinancing is not a new concept. Small microcredit operations have existed since the mid 1700s. Although most modern microfinance institutions operate in developing countries, the rate of payment default for loans is surprisingly low - more than 90% of loans are repaid. Like conventional banking operations, microfinance institutions must charge their lenders interests on loans. While these interest rates are generally lower than those offered by normal banks, some opponents of this concept condemn microfinance operations for making profits off of the poor. The World Bank estimates that there are more than 500 million people who have directly or indirectly benefited from microfinance-related operations.

Private Equity. Equity capital that is not quoted on a public exchange. Private equity consists of investors and funds that make investments directly into private companies or conduct buyouts of public companies that result in a delisting of public equity. Capital for private equity is raised from retail and institutional investors, and can be used to fund new technologies, expand working capital within an owned company, make acquisitions, or to strengthen a balance sheet. The majority of private equity consists of institutional investors and accredited investors who can commit large sums of money for long periods of time. Private equity investments often demand long holding periods to allow for a turnaround of a distressed company or a liquidity event such as an IPO or sale to a public company. The size of the private equity market has grown steadily since the 1970s. Private equity firms will sometimes pool funds together to take very large public companies private. Many private equity firms conduct what are known as leveraged buyouts (LBOs), where large amounts of debt are issued to fund a large purchase. Private equity firms will then try to improve the financial results and prospects of the company in the hope of reselling the company to another firm or cashing out via an IPO.

Regulation A. An exemption for public offerings not exceeding \$5 million in any 12-month period. Must file an offering statement with the SEC on Form 1-A. Offerings share many characteristics with registered offerings: offering circular similar to a prospectus; can be offered publicly, using general solicitation and advertising; purchasers do not receive "restricted securities," so can resell up to \$1.5M of securities. The principal differences from registered public offerings are:

- Financial statements are simpler and do not need to be audited;
- No reporting obligations after the offering or Sarbanes-Oxley Act obligations;
- Three formats, one of which is a simplified question-and-answer document; and
- May "test the waters" to determine market before filing expenses.

All types of companies may use Regulation A, except SEC reporting companies, development stage companies without a specified business (e.g., "blank check companies"), and investment companies registered or required to be registered under the Investment Company Act of 1940. — US SEC

Regulation D. Establishes exemptions from Securities Act registration. The only filing requirement under each of these exemptions is the requirement to file a notice on Form D with the SEC. The notice must be filed within 15 days after the first sale of securities in the offering. Many states also require the filing of a Form D notice in a Regulation D offering. The main purpose of the Form D filing is to notify federal (and state) authorities of the amount and nature of the offering being undertaken in reliance upon Regulation D.

Some rules under Regulation D specify particular disclosures that must be made to investors, while others do not. Even if your company sells securities in a manner that is not subject to specific disclosure requirements, you should take care that sufficient information is available to investors. All sales of securities are subject to the antifraud provisions of the securities laws. This means that you should consider whether the necessary information was available to investors, and that any information provided to investors must be free from false or misleading statements. Similarly, information should not be omitted if, as a result of the omission, the information that is provided to investors is false or misleading.

We address each of the Regulation D exemptions separately. - US SEC

Regulation D, Rule 504. Sometimes referred to as the "seed capital" exemption, provides an exemption for the offer and sale of up to \$1,000,000 of securities in a 12-month period. Your company may use this exemption so long as it is not a blank check company and is not subject to Exchange Act reporting requirements. In general, you may not use general solicitation or advertising to market the securities, and purchasers generally receive "restricted securities." Purchasers of restricted securities may not sell them without SEC registration or using another exemption, which is further explained below under the heading "Resales of restricted securities." Investors should be informed that they may not be able to sell securities of a non-reporting company for at least a year without the issuer registering the transaction with the SEC.

Your company may, however, use the Rule 504 exemption for a public offering of its securities with general solicitation and advertising, and investors will receive non-restricted securities, under one of the following circumstances:

- It sells in accordance with a state law that requires the public filing and delivery to investors of a substantive disclosure document; or
- It sells in accordance with a state law that requires registration and disclosure document delivery and also sells in a state without those requirements, so long as your company delivers to all purchasers the disclosure documents mandated by a state in which it registered; or
 - It sells exclusively according to state law exemptions that permit general solicitation and advertising, so long as

sales are made only to "accredited investors" (we describe the term "accredited investor" in more detail below in connection with our description of Rule 506 offerings). – US SEC

Regulation D, Rule 505. Provides an exemption for offers and sales of securities totaling up to \$5 million in any 12-month period. Under this exemption, your company may sell to an unlimited number of "accredited investors" and up to 35 persons that are not accredited investors. Purchasers must buy for investment purposes only, and not for the purpose of reselling the securities. The issued securities are "restricted securities," meaning purchasers may not resell them without registration or an applicable exemption, as explained below under the heading "Resales of restricted securities." If your company is not an SEC reporting company, investors should be informed that they may not be able to sell securities for at least a year without the company registering the transaction with the SEC. Your company may not use general solicitation or advertising to sell the securities.

Under Rule 505, if your offering involves any purchasers that are not accredited investors, you must give these purchasers <u>disclosure documents</u> that generally contain the same information as those included in a registration statement for a registered offering. There are <u>also financial statement requirements</u> that apply to Rule 505 offerings involving purchasers that are not accredited investors. For instance, if financial statements are required, they must be audited by a certified public accountant. You must also be available to answer questions from prospective purchasers who are not accredited investors.

You may decide what information to give to accredited investors, so long as it does not violate the antifraud prohibitions of the federal securities laws. If your company provides information to accredited investors, it must make this information available to the non-accredited investors as well. – US SEC

Regulation D, Rule 506. Is a "safe harbor" for the non-public offering exemption in Section 4(a)(2) of the Securities Act, which means it provides specific requirements that, if followed, establish that your transaction falls within the Section 4(a)(2) exemption. Rule 506 does not limit the amount of money your company can raise or the number of accredited investors it can sell securities to, but to qualify for the safe harbor, your company must:

- Not use general solicitation or advertising to market the securities;
- Not sell securities to more than 35 non-accredited investors (unlike Rule 505, all non-accredited investors, either alone or with a purchaser representative, must meet the legal standard of having sufficient knowledge and experience in financial and business matters to be capable of evaluating the merits and risks of the prospective investment);
- Give <u>non-accredited investors specified disclosure documents</u> that generally contain the same information as provided in registered offerings (the company is not required to provide specified disclosure documents to accredited investors, but, if it does provide information to accredited investors, it must also make this information available to the non-accredited investors as well);
 - · Be available to answer questions from prospective purchasers who are non-accredited investors; and
 - Provide the same financial statement information as required under Rule 505. US SEC

Rule 144. In process. – US SEC

Rule 701. In process. - US SEC

Rule 1001 (Calif). In process. - US SEC

<u>Small Business and the SEC</u>. A guide for small businesses on raising capital and complying with the federal securities laws. Includes Exemptions: Non-Public Offering (Private Placement), Regulation A, Regulation D, Accredited Investor, Int*ra*state Offering, and Rules 144, 701 & 1001. – US SEC

Venture Capital. Money provided by investors to startup firms and small businesses with perceived long-term growth potential. This is a very important source of funding for startups that do not have access to capital markets. It typically entails high risk for the investor, but it has the potential for above-average returns. Venture capital can also include managerial and technical expertise. Most venture capital comes from a group of wealthy investors, investment banks and other financial institutions that pool such investments or partnerships. This form of raising capital is popular among new companies or ventures with limited operating history, which cannot raise funds by issuing debt. The downside for entrepreneurs is that venture capitalists usually get a say in company decisions, in addition to a portion of the equity.

Articles

Cashing In On The Venture Capital Cycle. "Private equity" is a catch-all term that includes the earliest

stages of investing - often when a company consists of little more than its founders and an idea - right through to the large <u>buyout</u> firms that raise equity and debt financing to take public companies private. Within this supply chain, VC firms occupy a position along a continuum such as that represented in the diagram in this article.

<u>Guide to SEC Filings</u>. Due diligence has become a buzzword among investors especially since the Bernard L. Madoff fraud was uncovered. The U.S. Securities and Exchange ... – *eHow*

How To Attract Investors For Your Small Business. Venture capital firms are comprised of private investors who research, negotiate and (hopefully) fund businesses in their early stages of development. Even some of the leaders in business today - Home Depot, Starbucks and Google, to name a few - relied on venture capital in their early stages.

<u>How to Complete SEC Filings</u>. Federal law requires that all publicly traded companies file financial documents with the Securities and Exchange Commission (SEC). These documents ... – *eHow*

How To Find Venture Funding. The venture capital industry exists to help entrepreneurs turn business ideas into actual, functioning businesses. Most business ventures fail, but there is the occasional home run that can pay for many earlier failures. Other business ventures may not turn the initial founders into billionaires, but can turn into steady businesses that create jobs and incomes for employees and the upper management team. Article is an overview of the stages of venture capital funding, and the most likely parties to secure funding to turn a business concept into reality.

<u>How to Register an SEC Company</u>. Registering a company with the Securities and Exchange Commission allows potential investors access to information about stocks and securities being ... – *eHow*

<u>Seek An Adventure In Venture Capital</u>. *Venture Capital versus Private & Public Equity Investing*. In the investment community, there is more than one way to hold a stake in a company, and just as there are various means of investing, there are different business structures built around each investment model. Three of the most common types of investing are public equity, private equity and venture capital.

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