

REPORT

on the

HILLTOP CLAIMS

Kamloops Mining Division
British Columbia, Canada

NTS: 0921077

Latitude: 50°44'56" North
Longitude: 120°37'50" West

for

SOUTHRIDGE EXPLORATION INC.

(a subsidiary of)

SOUTHRIDGE ENTERPRISES INC.

Vancouver, British Columbia
Canada

by

W.G. TIMMINS, P.Eng.

August 10, 2004

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SUMMARY

Southridge Exploration Inc., a subsidiary of Southridge Enterprises Inc., has acquired the Hilltop 1 and Hilltop 2 mineral claims located on the north shore of Kamloops Lake in south-central British Columbia, Canada.

The property is underlain by rocks of the Late Triassic-early Jurassic Iron Mask Batholith which intrudes intermediate volcanic rocks of the Triassic Nicola group overlain by Eocene volcanics of the Kamloops Group.

Intermittent exploration work since the early 1900's, and particularly during 1989-1991, has indicated widespread copper mineralization on the property. An estimate of two to four million tons grading two percent copper with anomalous gold values is reported.

Mineralization occurs as chalcopyrite, pyrite, malachite and chalcocite within syenites, monzonites and diorites of the Iron Mask Batholith.

Positive results of past work on the Hilltop property indicates the potential for discovery of economic copper-gold deposits.

A four-phased program of exploration consisting of relocation of mineralized zones, trenching, sampling, assaying, compilation and correlation of data, geochemical soil sampling and geological mapping, electromagnetic and magnetometer surveys, and diamond drilling is recommended at a total estimated cost of U.S. \$60,200.

Respectfully submitted,

August 10, 2004

W.G. Timmins, P.Eng.

INTRODUCTION

Southridge Exploration Inc., a wholly owned subsidiary of Southridge Enterprises Inc., retained the writer to review the available data on the Hilltop property, provide an assessment and, if warranted, recommend a program of exploration.

Southridge acquired the mineral claims by purchase agreement from Mr. L. Sostad, prospector.

The author has spent considerable time in the area on numerous properties over a period of many years visiting the Hilltop property locale in the 1980's and in August 2004.

PROPERTY (Figure 2)

The property consists of two mineral claims named the Hilltop 1 and Hilltop 2, Tenure Numbers 409257 and 409258, respectively, in good standing until March 20, 2005.

Under British Columbia mining laws, ownership of the claims may be maintained by satisfying minimal annual assessment work requirements or cash in lieu of work.

LOCATION, ACCESS, TOPOGRAPHY (Figure 1)

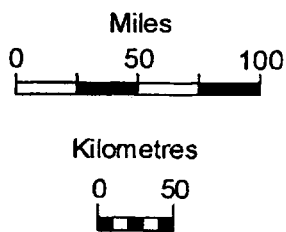
The property is located five miles north-northwest of the village of Tranquille on the north shore of Kamloops Lake (actually part of the Thompson River). The claims may be reached by all-weather and gravel roads from Tranquille, which lies within the Kamloops city limits. The mainline of the Canadian National railway passes through the property.

The city of Kamloops served by both the Canadian National and Canadian Pacific Railways, the Trans Canada Highway and an airport with numerous flights per day from Vancouver and Calgary, is a thriving community with a population of some 170,000. All modern facilities and services are locally available.

Kamloops is situated about 250 miles northeast of the city of Vancouver, B.C.

The region lies within the dry belt of British Columbia having only about ten inches of rainfall per year. Lower slopes of valleys are open and covered with sagebrush while lower slopes of the hills are open and park-like forested. Upper slopes are more densely forested with coniferous trees.

Elevations in the area of the property range from approximately 1200 feet A.S.L. at lake level to 2000 feet A.S.L. at the northern boundary.



SOUTHRIDGE EXPLORATION INC.

HILLTOP PROPERTY
KAMLOOPS MINING DIVISION, B.C.

LOCATION MAP

DATE: Aug. 2004

FIGURE NO. 1

HISTORY OF THE HILLTOP CLAIMS

(Previously known as the Frederick Zone)

Early 1900's:

Open pits and two short adits excavated showing alteration and stringers of quartz, calcite and malachite

1960: Arequipa Mining Co. Ltd. completed geological mapping and two diamond drill holes totalling 400 feet.

1972: Attila resources Ltd. carried out road construction, stripping and drilling.

1972: Cream Silver Mines Ltd. conducted an induced polarization survey, geological mapping, magnetics and soil sampling.

1983: Pecos Resources Ltd. conducted a soil survey, geological mapping, magnetometer survey.

1989: Eureka Resources Inc. and Teck Exploration Ltd.

Eureka Resources conducted a geochemical soil sampling survey and magnetometer survey.

Teck Exploration Ltd. conducted a reverse circulation drill program totalling approximately 6000 feet in 19 holes. Mineralization was encountered in a number of holes.

1991: Eureka Resources Inc. carried out a reverse circulation drill program totalling some 1200 feet in 5 holes however only 2 holes were successful in reaching bed rock.

Blasting and detailed mapping conducted along CNR railway line. Malachite, trace azurite and chalcopyrite with pyrite occurring in diorite.

REGIONAL GEOLOGY (Figure 3)

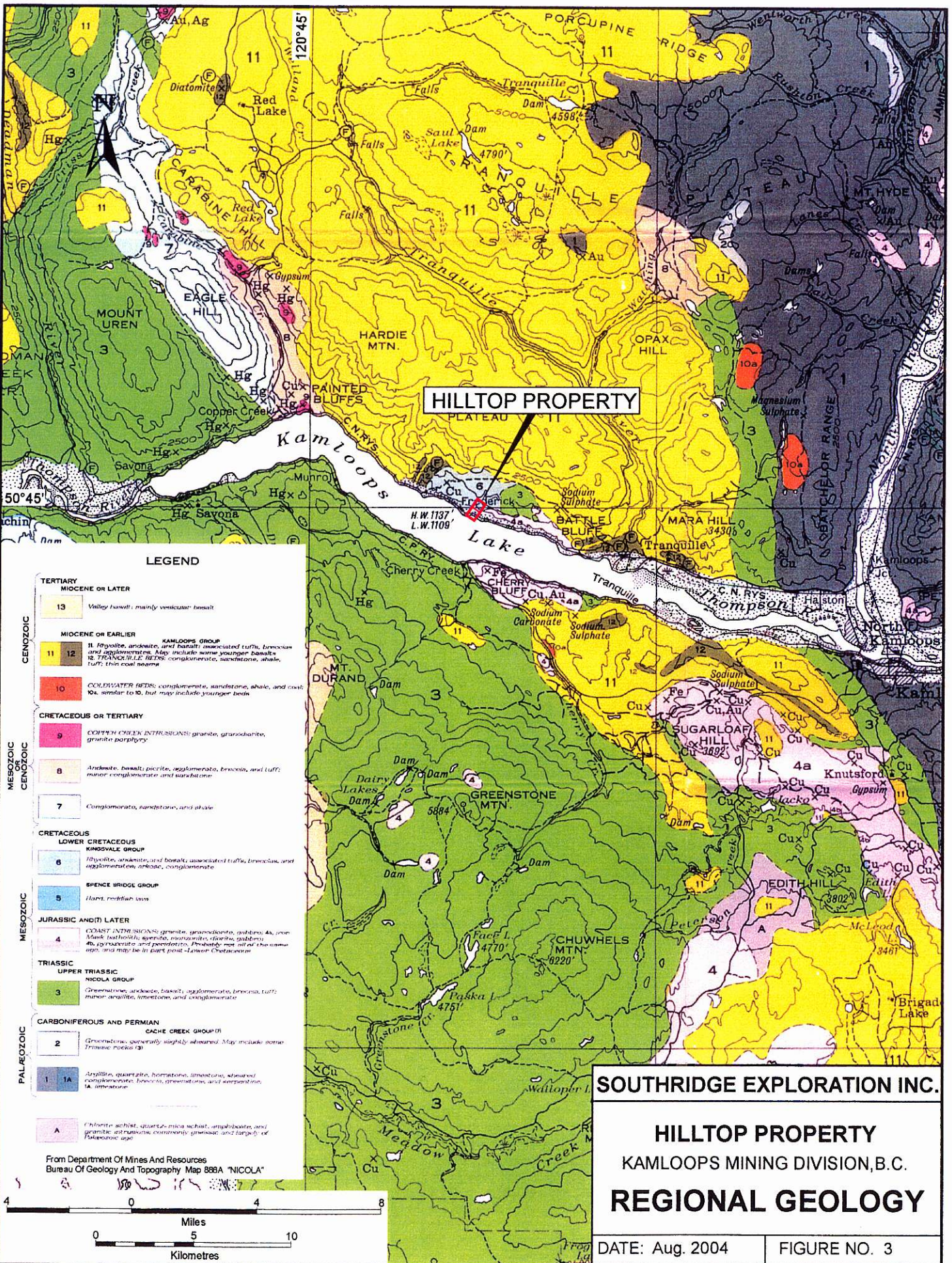
The property is located in the southern part of the Quesnel Trough (Figure 3) which is a subdivision of the Intermontane Structural Belt of British Columbia. The Quesnel Trough consists of predominantly Lower Mesozoic volcanic and related intrusive rocks underlain by Palaeozoic sedimentary rocks (Kwong, 1987).

The Iron Mask Batholith is a multiphase alkaline pluton localized along the south side of a regional northwest trending fault. Several copper occurrences are found throughout the pluton. Surrounding volcanic rocks of the Nicola Group are thought to be comagmatic with the Iron Mask Batholith (Northcote, 1977). Tertiary volcanic and sedimentary rocks of the Kamloops group unconformably overlay both the Nicola Group and the Iron Mask Batholith.

PROPERTY GEOLOGY

The most northerly exposure of the Iron Mask Batholith (Cherry Creek phase) occurring north of Kamloops Lake underlies the property. Exposures of volcanic rocks from the Nicola and Kamloops Groups are also present.

Donkersloot and Jensen (1990) have identified six major rock types present on and in proximity to the property. Rock types in the field are at times difficult to recognize due to very fine grain size or potassium feldspar alteration. Jointing and block faulting is prevalent.



LEGEND

- TERTIARY**
- MIOCENE OR LATER**
- 13 Valley basin: mainly volcanic: basalt
- MIOCENE OR EARLIER**
- 11, 12 **KAMLOOPS GROUP**
11. Flysch, andesite, and basalt associated tuffs, breccias, and agglomerates. May include some younger basalt.
12. TRANQUILLE BEDS: conglomerate, sandstone, shale, tuff, thin coal seams
- 10 **CONDWATER BEDS**: conglomerate, sandstone, shale, and coal.
10a. similar to 10, but may include younger beds
- CRETACEOUS OR TERTIARY**
- 9 **COPPER CREEK INTRUSIONS**: granite, granodiorite, granite porphyry
- 8 Andesite, basalt, picrite, agglomerate, breccia, and tuff; minor conglomerate and sandstone
- 7 Conglomerate, sandstone, and shale
- CRETACEOUS**
- LOWER CRETACEOUS**
- KINGSVALE GROUP**
- 6 Flysch, andesite, and basalt associated tuffs, breccias, and agglomerates, andesite, conglomerate
- SPENCE BRIDGE GROUP**
- 5 Hart, median, oolite
- MESOZOIC**
- JURASSIC AND(?) LATER**
- 4 **COAST INTRUSIONS**: granite, granodiorite, andesite, diorite, monzonite, quartzite, gabbro, amphibolite and peridotite. Probably not all of the same age, and may be in part post-Lower Cretaceous
- TRIASSIC**
- UPPER TRIASSIC**
- NICOLA GROUP**
- 3 Greenstone, andesite, basalt, agglomerate, breccia, tuff; minor quartzite, limestone, and conglomerate
- CARBONIFEROUS AND PERMIAN**
- CACHE CREEK GROUP(?)**
- 2 Greenstone, generally slightly elevated. Map includes some Triassic rocks (?)
- PALAEZOIC**
- 1, 1A
1. Andesite, quartzite, formation, limestone, shales and conglomerates, breccia, greenstone, and keropitite
1A. limestone
- A Chlorite schist, quartz-mica schist, amphibolite, and granitic intrusions, commonly gneissic and largely of Paleozoic age

From Department Of Mines And Resources
Bureau Of Geology And Topography Map 886A "NICOLA"

SOUTHRIDGE EXPLORATION INC.

HILLTOP PROPERTY
KAMLOOPS MINING DIVISION, B.C.
REGIONAL GEOLOGY

DATE: Aug. 2004

FIGURE NO. 3

LITHOLOGY

UNIT 1: UNDIFFERENTIATED INTERMEDIATE VOLCANICS (Nicola Volcanics)

This unit consists of porphyritic andesite flows, tuffs, tuff braccias and associated volcanoclastics. The unit is grey-green in color and is aphanitic to fine-grained. The unit is moderately to strongly jointed and displays epidote alteration, particularly near intrusive contacts. Weak K-feldspathization, Fe carbonate alteration, and strong hematite occur locally. trace pyrite is common while chalcopyrite is rare. Chalcocite is locally abundant.

UNIT 2: DIORITE

Diorite is a speckled white and black to grey-black intrusive rock that has an equigranular (locally porphyritic) very fine to medium -grained texture. It is composed primarily of plagioclase and hornblende with small amounts of K-feldspar (potassium) and little or no quartz. The unit is generally strongly jointed. Disseminated magnetite is common as is moderate epidote alteration along fractures and as disseminations.

Weak albite alteration is present locally but difficult to recognize. Weak to moderate K-feldspathization occurs as patches and veins (veinlets). Lithologic contacts with the monzonite and intermediate volcanics may be gradational or sharp. Mineralization occurs locally as chalcopyrite and pyrite within the Frederick Zone on the Hilltop claims.

UNIT 3: MONZONITE

Monzonite is a speckled black, orange, and white fine- to medium- grained intrusive rock. It is intermediate in composition between diorite and syenite and contains roughly equal amounts of plagioclase and potassium feldspar with little or no quartz. The unit displays an equigranular texture, moderate to strong jointing, moderate epidote alteration, and weak to moderate magnetite. Weak potassium feldspar and albite alteration may be present locally. Pyrite and up to 1% chalcopyrite are locally present.

UNIT 4: SYENITE

Syenite is a fine- to medium-grained pink intrusive rock that is composed of potassium feldspar with minor amounts of plagioclase and mafics with little or no quartz. It is weakly magnetic and pyritic and displays weak to moderate epidote alteration as disseminations and along fracture planes. Disseminated chalcopyrite (up to 1%) is present locally and sometimes associated with epidote. Syenite usually occurs as dykes.

UNIT 5: MAFIC DYKE

Unit 5 is a dark green to black, fine-grained locally hornblende porphyritic mafic dyke. It is andesitic to basaltic in composition, magnetic, and non-foliated. Weak pyrite is found locally. Mafic dykes are late stage (young) as they are found cutting both the Cherry Creek intrusives and Nicola Volcanics.

UNIT 6: KAMLOOPS GROUP

UNIT 6A: SEDIMENTS

This sedimentary unit consists of grey, black, and brown fine-grained mudstones, shales, siltstones and local conglomerates.

UNIT 6B: VOLCANICS

Unit 6B is a grey to black and brown, fine-grained intermediate (andesite) volcanic. It is derived from flows and minor tuffs. Distinction from the Nicola Volcanics is made by its lack of porphyritic texture and fresher looking appearance. The presence of columnar jointing is also an aid in recognition.

MINERALIZATION

Mineralization consisting of chalcopyrite, pyrite, malachite and chalcocite occurs in syenites, monzonites and diorites in the Frederick Zone within the Hilltop property. Alteration consists of epidote, calcite, local potassium feldspar and local weak albite.

A soil geochemical anomaly measuring some 600 feet by 3000 feet containing values up to 3300 ppm copper has been outlined on the Frederick Zone which correlates with a high magnetic anomaly adjacent to a magnetic low response.

The 1989 reverse circulation drilling program indicates the presence of a 150 foot wide mineralized zone containing approximately 0.16% copper. One hole is reported to contain an intersection of 20 feet assaying 0.35% copper and 0.02 ounces per ton gold on the eastern extension.

A reverse circulation drill hole in 1991 intersected two zones of 0.14% copper and 0.004 oz/ton gold over 60 feet and 0.11% copper across 70 feet.

CONCLUSIONS AND RECOMMENDATIONS

Southridge Exploration Inc., a subsidiary of Southridge Enterprises Inc., has acquired the Hilltop 1 and Hilltop 2 mineral claims located on the north slope of Kamloops Lake in south-central British Columbia, Canada.

The property is underlain by rocks of the Late Triassic-Early Jurassic Iron Mask Batholith which intrudes intermediate volcanic rocks of the Triassic Nicola group overlain by Eocene volcanics of the Kamloops Group.

Intermittent exploration work since the early 1900's, and particularly during 1989-1991, has indicated widespread copper mineralization in showings and the presence of a 150 foot wide zone grading 0.16% copper as well as other drill intersections up to 0.35% copper and 0.02 oz/ton gold over 20 feet. An estimate of two to 4 million tons grading 2% copper with anomalous gold values were reported.

Mineralization occurs as chalcopyrite, pyrite, malachite and chalcopyrite within syenites, monzonites, and diorites of the Iron Mask Batholith.

Positive results of past work on the Hilltop property indicates potential for the discovery of economic copper-gold deposits.

It is therefore recommended that a four phased program of exploration be undertaken.

Phase I would consist of confirming past results by blast trenching and sampling and relocation of the mineralized zones and structural features.

The second phase would entail compilation and correlation of all data and reconnaissance soil geochemical sampling and geological mapping.

A third phase would consist of detailed rock and soil sampling and electromagnetic and magnetometer surveys prior to the fourth phase of diamond drilling selected targets.

ESTIMATED COSTS OF PROGRAM

<u>PHASE I</u>			<u>US FUNDS</u>
1.	Relocation of zones, etc.	\$ 500	
2.	Trenching, sampling and assays	3,300	
3.	Transportation, accommodation, meals, etc.	<u>1,000</u>	
	Total Phase I		\$ 4,800
<u>PHASE II</u>			
1.	Compilation and correlation of data	\$ 2,000	
2.	Soil sampling and mapping including analyses	<u>3,400</u>	
	Total Phase II		\$ 5,400
<u>PHASE III</u>			
1.	Detailed soil sampling and analyses	\$ 2,500	
2.	Electromagnetic and magnetometer surveys	1,500	
3.	Transportation, accommodation, meals, etc.	<u>1,000</u>	
	Total Phase III		\$ 5,000
<u>PHASE IV</u>			
1.	Diamond drilling 1000 feet @ \$35/ft, inclusive	\$ 35,000	
2.	Logging, splitting, assays, reports, drafting	<u>10,000</u>	
	Total Phase IV		\$ <u>45,000</u>
	 GRAND TOTAL ALL PHASES		 \$ <u>60,200</u>

Further work would be dependent upon results of the above programs of work.

Respectfully submitted,

August 10, 2004

W.G. Timmins, P.Eng.

STATEMENT OF QUALIFICATIONS

I, William G. Timmins, of the City of Vancouver, in the Province of British Columbia, do hereby certify that:

1. I am a consulting geologist, with offices at 1016 - 470 Granville Street, Vancouver, B.C. V6C 1V5.
2. I have been practising my profession since 1965, having been engaged in the evaluation, exploration and development of mineral properties throughout Canada, the United States, Latin and South America, Australia and New Zealand.
3. I am a graduate of the Provincial Institute of Mining, Haileybury, Ontario (1956) and attended Michigan Technological University 1962-1965, Geology and was licensed by the Professional Engineers Association of B.C. (geological discipline) in 1969.
4. This report titled "Report on the Hilltop Claims" dated August 10, 2004, is based on published and private reports, maps and data provided by Southridge Exploration Inc., a subsidiary of Southridge Enterprises, Inc., and in the public domain. The author has reviewed relevant data prepared by reputable qualified persons and is responsible for his own geological analysis, conclusions and recommended exploration program.
5. I have no interest, nor do I expect to receive any interest in the properties or securities of Southridge Exploration Inc. or Southridge Enterprises, Inc.
6. I consent to the filing of this report with any stock exchange and other regulatory authority, and any publication by them, including electronic publication in the company's files or their websites accessible by the public of this report.

August 10, 2004

W.G. Timmins, P.Eng.

REFERENCES

- | | | |
|------|--------------------|---|
| 1961 | W.E. Cockfield | "Geology and Mineral Deposits of Nicola Map Area, B.C.
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| 1989 | P. Dorkersloot | Assessment Report on the DAL 1,
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OONA 2 Claims |
| 1992 | M. Schatter, B.Sc. | Assessment Report on the Iron Mask
1991 Drill Program |
| 1992 | M. Schatter, B.Sc. | Assessment Report on the Iron Mask
1992 Geochemical, Geological and
Geophysical Program |



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Page: 2 - A
Total # Pages: 2 (A)
Finalized Date: 25-OCT-2004
Account: RJV

Project: Hilltop

CERTIFICATE OF ANALYSIS VA04072194

Sample Description	Method Analyte Units LOR	Au-AA23 Au ppb s
HT-1 HT-2 HT-3 HT-4 HT-5		157 221 49 353 606

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October 29, 2004

Gentlemen:

Hilltop Claims
Kamloops Mining Division, B.C.

An initial program of exploration consisting of Phase I work as recommended in my report for Southridge Exploration Inc. dated August 10, 2004 was carried out during the first week of September 2004.

The Frederick Zone has been outlined and the drilled area within it, which is reported to contain a 150 foot wide zone estimated to contain four million tons grading 2% copper with anomalous gold values, was relocated. The two old adits were also located and found to be caved at the portals.

Reconnaissance geological investigation confirms the presence of mineralization contained within syenitic, monzonitic and dioritic rocks of the Late Triassic-Early Jurassic Iron Mask Batholith.

Blast trenching exposed copper mineralization consisting of malachite, chalcopyrite and pyrite.

Check samples taken during the program from outcrop areas and blast trenches near the old adits indicate copper values ranging from 0.33% to 1.12% as well as anomalous gold values from trace to 606 ppb (0.02 ounces per ton) verifying the occurrence of copper-gold values in the zone (see assay certificates attached).

In view of current metal prices, geographical location, accessibility, the potential to expand the main zone as well as the potential for additional mineralized zones to the east and west, it is hereby recommended that Southridge Exploration Inc. proceed to Phase II of the recommended program of work.

It is further recommended that the company acquire additional mineral claims to the west of the Hilltop 1 and 2 claims.

Respectfully submitted,



William G. Timmins, P.Eng.

Enclosures

WGT:hc