

**Technical Report on the Geology of the Mina Real,
Santa Fe and San Francisco Properties,**

State of Nayarit, Mexico

For:

ROCHESTER RESOURCES LTD.

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Effective Date: August 25, 2015

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3. Summary

Rochester Resources Ltd. (“Rochester”) has a 100% interest in Mina Real Mexico S.A. de C.V (“Mina Real S.A.”). Mina Real S.A. owns 100% of the Mina Real and San Francisco properties, it also owns 70% of Compania Minera Santa Fe S.A. de C.V. which owns 100% of the Santa Fe property. This results in Rochester having an indirect 70% interest in the Santa Fe property. Mina Real S.A. is currently exploring and processing mineralized material consisting of gold-silver bearing quartz veins at its 100% owned Mina Real and San Francisco properties and exploring the Santa Fe property. All the properties are located proximal to the city of Tepic in the State of Nayarit Mexico.

The Mina Real Property consists of eight mining concessions and one mineral claim which form an irregular rectilinear shape encompassing a total area of 21,367.42 hectares. The contiguous Santa Fe property consists of one mining concession totaling 3,852.66 hectares. The San Francisco property consists of twelve mining concessions which form an irregular rectilinear shape encompassing 18,125.05 hectares.

The terrain on the properties is rugged and steep with deeply incised valleys. Elevations range from 800 to 1,600 meters above sea level. The climate is sub-tropical and characterized by a dry and a wet season.

The mining history of the area is not well documented. However, older local residents near the mine area relate that minor mining was conducted during the 1940’s and 1950’s. After the acquisition by Desarrollos Mineros de Occidente (“DMO”) of the property in 2000, access roads were built, old mine workings were made accessible and development work was done. During the period 2001 to 2003 DMO mined approximately 4,000 tonnes of mineralized vein material with an average gold content of 10 g/t gold (Mexican Geological Service Report, July 2005).

The State of Nayarit lies within the physiographic province known as the Sierra Madre Occidental, an extensive belt of mainly volcanic rocks overlying and intruding Precambrian to Jurassic basement rocks. It lies also within the Province of the Pacific Coastal Plains

and its south central area lies within the Neo-volcanic Axis Province.

The structural geology at the Mina Real Property comprises normal faults with NNW-SSE orientations with subsided blocks to the east and west, which form deep canyons and steep walls. The main regional lineaments are oriented NW-SE, secondary fracturing and post-mineral faulting have an orientation NW-SE and NE-SW and the main regional structure is the Tepic-Zacoalco Graben.

The structural geology of the San Francisco Property comprises normal faults with NNW-SSE orientations and the main regional structure is the Compostela Graben

The veins at the Mina Real, Santa Fe and San Francisco properties are hosted within rhyodacitic rocks which are moderately silicified near the veins and contain quartz veinlets in the wall rocks adjacent to the quartz veins. The silicified wall rock zones are narrow, generally 1 to 2 meters on each side of the veins.

Since 2006 Mina Real S.A. has explored for the continuation and extension of the primary vein sets on the Mina Real and Santa Fe properties. Exploration has consisted of 198 trenches, 39 surface and 3 underground drill holes totaling 7,946.85 meters and 31,000 meters of underground drifting. The exploration programs have successfully delineated over 36 mineralized quartz veins.

Since 2012 Mina Real has explored for the continuation and extension of primary vein sets on the San Francisco Property. Exploration has consisted of 73 trenches and 4, 435 meters of underground drifting.

At present there is no Canadian Institute of Mining, Metallurgy and Petroleum (“CIM”) or 43-101 compliant Resources or Reserves for the Mina Real Property, the Santa Fe property or the San Francisco Property.

Mina Real S.A. has been processing mineralized material since 2007 when it commissioned a 200 tonne per day cyanidation plant. Since that time to February 15, 2015 the plant has pro-

cessed 524,530 tonnes of mineralized material and recovered 35, 436 ounces of gold and 1, 760, 833 ounces of Silver. **The author cautions readers that Mina Real S.A. has ongoing mineral production without mineral resources and that the production decision was not based on a feasibility study of mineral reserves that has demonstrated technical or economic viability. Therefore, investors should be cautioned there is increased risk of technical and economic failure related to these operations.**

Based on a thorough review of the available data supplemented by a property visit where check samples were collected it is the author's professional opinion that the Mina Real, Santa Fe and San Francisco Properties constitute properties of merit.

In order to advance the properties, Mina Real S.A. should undertake a \$420,000.00 program of exploration drifting in order to obtain quartz vein thicknesses and grades and establish levels at the Tajitos and El Lizo veins on the Santa Fe property and the Tajitos South Vein on the San Francisco property. Rochester should investigate enhancing its program of Quality Assurance and Quality Control and establish its own mineral standards from available onsite extracted mineralized material.

4. Introduction

This Technical report was commissioned by Rochester Resources Ltd. to summarize the geology, mineralization and exploration potential of the Mina Real, Santa Fe and San Francisco Properties located in the State of Nayarit Mexico (see Figure 1), and to recommend a suitable exploration program to test and expand the identified gold- silver targets. The author, Mr. Warren Robb P.Geo. of Maple Ridge B.C., was retained by Rochester to complete this technical report which has been prepared in conformity with guidelines presented in National Instrument 43-101 ("NI 43-101") and companion documents. The information contained in this report was taken primarily from data, reports and maps supplied by Rochester and Mina Real S.A.. The author conducted a personal inspection of the Properties on three consecutive days, July 28, 29 and 30, 2015. The author was accompanied by Mr. Hector Chavez, Exploration Manager (Consultant) to Mina Real S.A. and Mr. Martin Gracia General Manager Mina Real S.A..

5. Reliance on Other Experts

This report has been prepared by Warren Robb P. Geo. for Rochester Resources ltd. The information, opinions and conclusions contained herein are based on information available to the author at the time of preparation of this report. For the purpose of the report the author has relied on ownership, history and exploration information provided by Mina Real S.A. DE C.V. No other experts were relied upon for the purpose of this report.



Figure 1 – Location Map

6. Property Description and Location

Rochester owns 100% of Mina Real S.A. which owns 100% of the Mina Real and San Francisco Properties. Mina Real S.A. owns 70% of Compania Minera Santa Fe S.A. De C.V. which owns 100% of the Santa Fe Property. All of the mineral properties are located proximal to the city of Tepic in the State of Nayarit Mexico.

The Mina Real Property consists of eight mining concessions and one mineral claim that form an irregular rectilinear shape encompassing a total area of 21,367.42 hectares. The Santa Fe Property is completely surrounded by the Mina Real property and consists of one mineral concession which encompasses an area of 3,852.66 hectares. The two properties are centered at approximately 21°15' North latitude 124° 28' West Longitude and UTM coordinates of 2350121 mN, 555836 mE, NAD27, Zone 13 N.

The San Francisco property consists of twelve mineral concessions that form an irregular rectilinear shape encompassing a total area of 18,125.05 hectares. The property is centered at approximately 21°17' North latitude 104° 49' West Longitude and UTM coordinates of 2353777 mN, 518506 mE, NAD27, Zone 13 N.

The mining concessions and claim information is detailed in table 1 and are shown on Figures 2 and 2a

At Present there is a 1% Net Smelter Royalty on the La Cruz, Tajos Cuartes, Tommini and Tommini II mineral concessions. Mina Real S.A. is required to pay an ongoing monthly fee of US \$10,000 to the 30% holders of Compania Minera Santa Fe S.A. De C.V. The remaining concessions and claims that comprise the Mina Real Property and the entire San Francisco Property are free of any encumbrances.

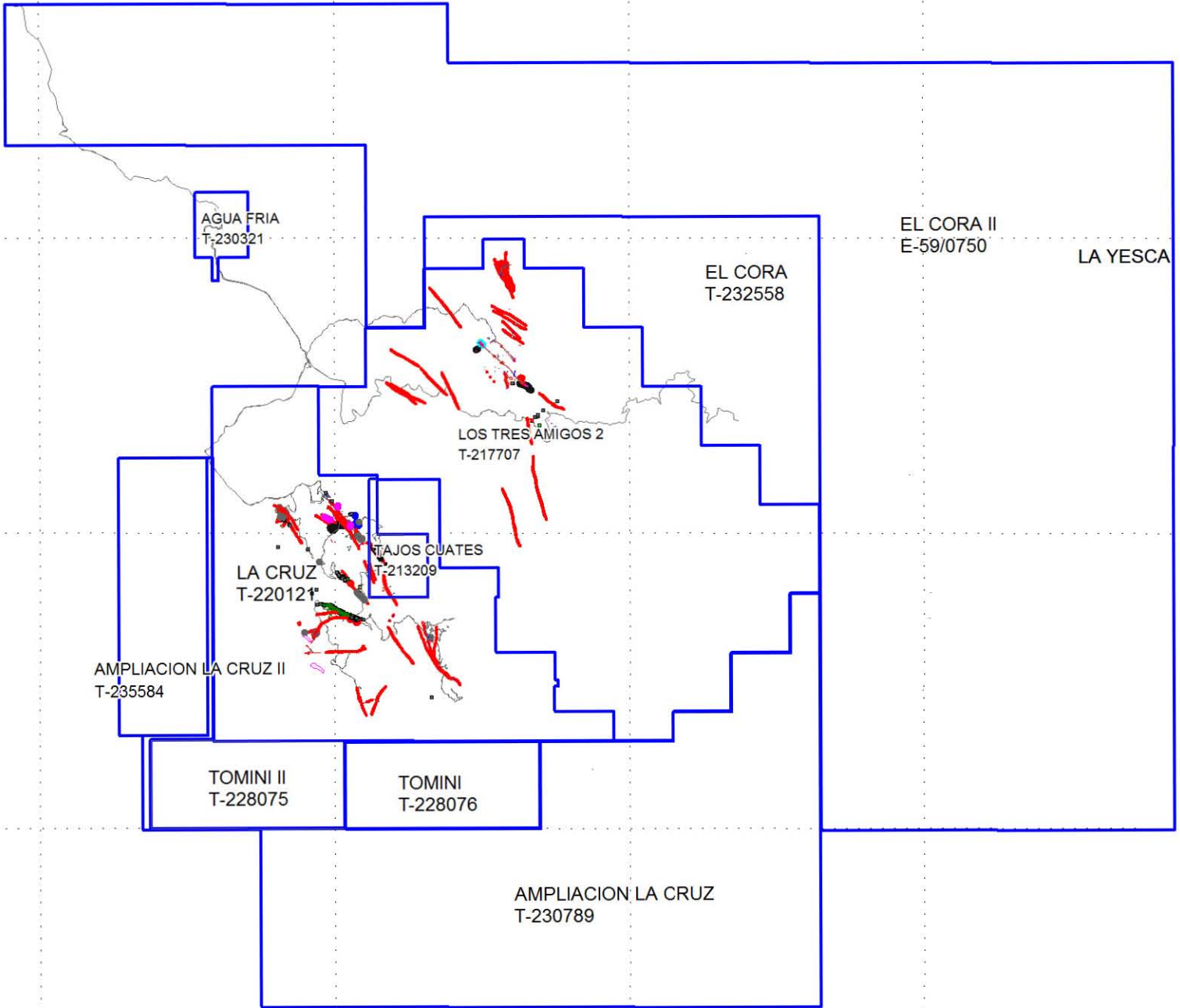
All property boundaries were located by qualified Mexican field surveyors who tied the boundaries to geodesic first degree government survey points and to a concrete monument built by the survey team. The location of known mineralized veins can be seen in Figures 2 and 2a. Also, the relative location of tailings ponds, to the mill and offices can be seen in the appendix of




this report.

Mina Real S.A. has surface rights agreements in place for the areas it is currently exploring. The property areas are mostly held by individuals and/or farming communities. These agreements are required to gain access rights (building roads, drill pads, trenches, etc.).

Table 1. List of Claims and Concessions

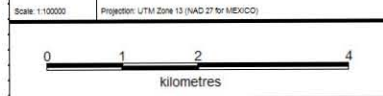
MINA REAL MEXICO, S. A. DE C. V.			
NAME OF CONCESSION	TITLE No.	HECTARES	Percent owned
Mina Real property			
TAJOS CUATES	213209	120.57	100
LA CRUZ	220121	2,266.76	100
TOMMINI II	228075	489.94	100
TOMMINI	228076	487.53	100
AGUA FRIA	230321	103.00	100
AMPLIACION LA CRUZ II	235584	705.00	100
AMPLIACION LA CRUZ	230789	3,981.53	100
EL CORA	232558	1,527.10	100
CLAIM NAME			
EL CORA II	59/07501	11,596.00	100
SANTA FE PROPERTY			
EL TRES AMIGOS 2	217707	3,852.66	70
San Francisco Property			
SAN RAMON	210868	102.00	100
LA LLUVIA DE ORO	223195	9.00	100
LLUVIA DE ORO DOS	224152	75.15	100
SAN FRANCISCO DOS	225634	296.08	100
SAN FRANCISCO TRES	225635	400.00	100
SAN FRANCISCO	226325	276.96	100
NEUUEVAO GALICIA	228520	12,135.76	100
NEUUEVAO GALICIA DOS	228888	2,742.40	100
NUEVOA GALICIA TRES	230115	1,856.16	100
EL CARRETON	231379	37.74	100
C.M.M.1	231948	168.00	100
SAN FRANCISO QCUATRO	237375	25.80	100

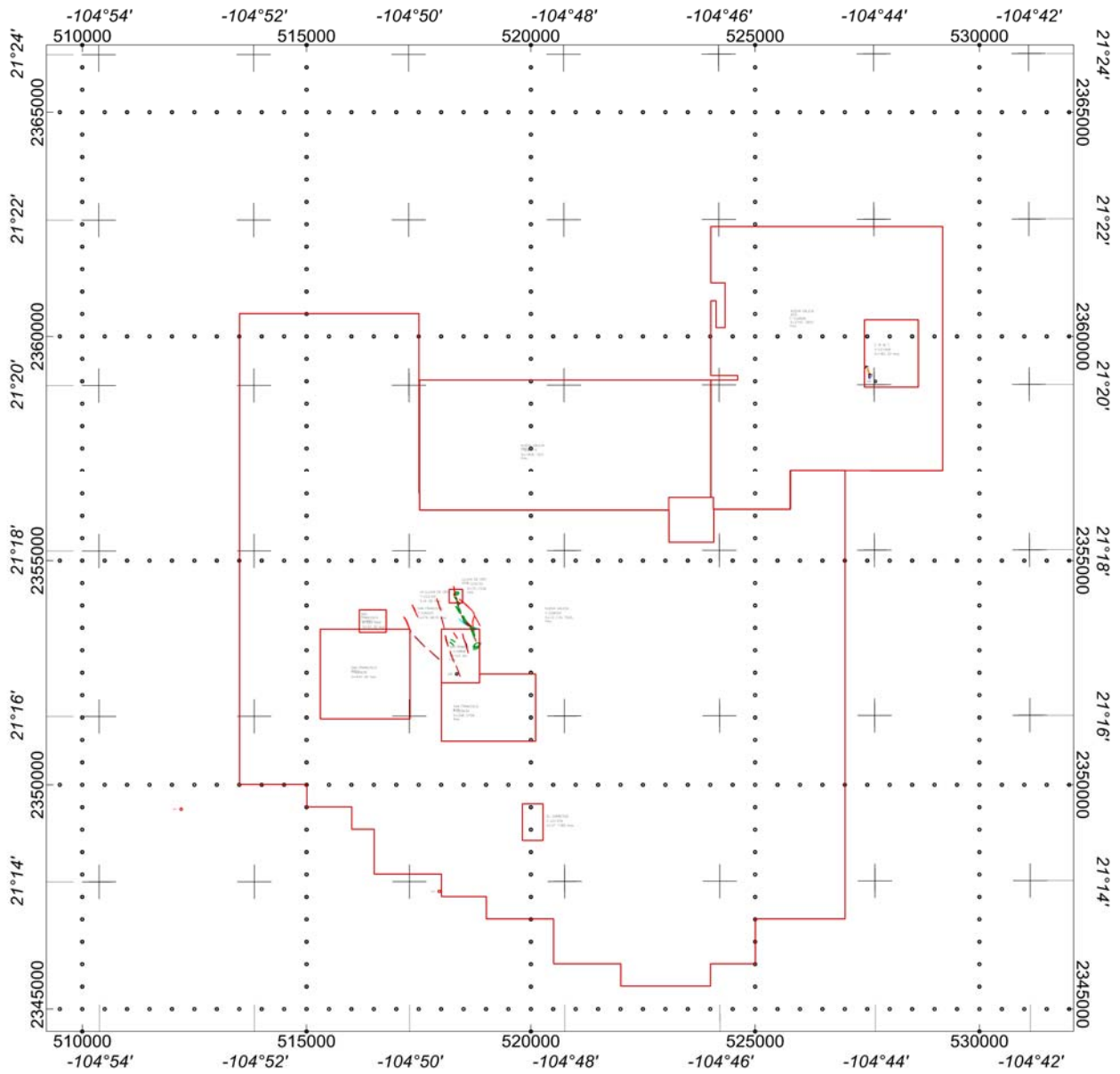


-  Claim Block
-  Quartz Veins
-  Road

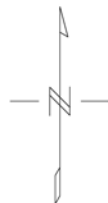
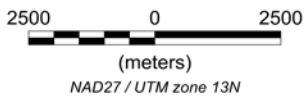
Rochester Resources Ltd
Mina Real & Santa Fe Properties

Date: 13/1/2013	Property Geology and Claim Map Figure: 2
Author:	
Office: Vancouver	
Drawing: HA 9j	
Scale: 1:10000	





Rochester Resources Ltd.
 San Francisco Property
 Concession Map Figure 2a



All the above listed concessions and claims are in good standing provided that annual fees are paid semi- annually to the Mexican Ministry of Mines. The Author viewed payment receipts for the properties at the Mina Real Offices in Tepic. The author has been informed by Mina Real S.A. that all permits required for the use of explosives, operation of the Mill and Metallurgical plant all field work (roads, exploration and underground development) have been issued and are in good standing.

To the best of the author's knowledge Mina Real S.A. has no historic or current environmental liabilities.

7. Accessibility, Climate, Local Resources, Infrastructure and Physiography

The Mina Real and Santa Fe properties are located in the state of Nayarit, Mexico, approximately 50 kilometres southeast from the city of Tepic (Figure 1), and within the Santa Maria del Oro and Jala Districts, State of Nayarit, Mexico. The property is accessible from the city of Tepic travelling south via Highway 15 to Crucero La Lobera (40 km), then east to southeast 10 km by paved road to the town of Santa Maria Del Oro. From Santa Maria, approximately 22 km by gravel road the Mine area is reached.

The San Francisco property is located in the state of Nayarit, approximately 25 kilometers south of the city of Tepic. The property is accessible from Tepic by travelling south via Highway 200 for 14 kilometers then east by gravel road to the town of La Curva then south-south east for 17 kilometers by gravel road to the property.

The terrain on all three properties is rugged and steep with deeply incised valleys. Elevations range from 800 to 1,600 meters above sea level. The area is moderately vegetated. Vegetation consists of thorn bushes, scrub oaks, a type of cedar and pine trees. It is possible to work on the properties on a year-round basis, but seasonal rains may occasionally inhibit local access.

The climate is sub-tropical and characterized by a dry and a wet season. From November to February, the region is dry and enjoys moderate temperatures ranging from lows of 10 de-

grees to 29 degrees Celsius. From March to July, temperatures and humidity increase with daytime temperatures up to 40 degrees Celsius. The wet season begins in late June to early July with almost daily rainstorms. During hurricane season, in September and October, the region is prone to heavy rains.

The area is serviced by a network of roads with good access to local population centers. Highway 15, the main north-south route along the West Coast of Mexico, provides direct access to the major city of Tepic, which is serviced by a modern airport with daily flights from Mexico City. Tepic has a full range of service and suppliers. Most products (fuel- groceries-hardware) are brought from this city.

The 200 tonne per day cyanidation plant and tailings ponds are located on the Agua Fria concession (see Section 18.0 Other Relevant Data and Information). The plant and associated buildings and offices are connected to the national power grid and water is supplied by a nearby creek, the company also uses well water during the dry season. Mina Real S.A. houses senior staff and plant operations personnel at housing facilities at the plant site, underground workers and contractors are housed at facilities at La Estanzuela for the Mina Real Property (see appendix) and in the town of Santa Maria Del Oro . This site is also serviced by the national power grid.

Workers on the San Francisco are housed at facilities in the town of Compestela.

8. History

Mina Real and Santa Fe Properties

The mining history of the area is not well documented. However, older local residents near the Mina Real area relate that minor mining was conducted during the 1940's and 1950's. After the acquisition by DMO of the Mine area in 2000, access roads were built, old mine workings were made accessible and development work was done.

During the period 2001 to 2003 DMO mined approximately 4,000 tonnes of mineralized vein material with an average gold content of 10 g/t gold (Mexican Geological Service Report,

July 2005).

During 2001 DMO signed an exploration agreement with Minas de San Luis S.A. de C.V. (“Luismin”). Work included geological mapping, surface and underground sampling of accessible workings. Two diamond drill holes were drilled.

In early 2003 Luismin drilled two core holes in order to explore the continuity of the Florida Veins to the NW and at depth. Drill hole DDH F1-03 was drilled to test the vein continuity to the NW, but it did not reach the required depth due to technical difficulties and poor recoveries. Subsequent investigation revealed that this drill hole required at least another 50 meters of drilling as the veins have been faulted further west.

Drill hole F2-03 was to test vein continuity and grade at depth. Three veins were intercepted: The first quartz vein was intercepted from 112.45 to 114.85 meters (2.40 meters long). Recovery for this vein was < 50% and gave 0.52 g/t Au and 93.54 g/t Ag. The second quartz vein was intercepted from 132.90 to 134.00 meters (1.10 meters long). Recovery for this vein was approximately 69% and gave 12.73 g/t Au and 172 g/t Ag. The third quartz vein was intercepted from 135.90 to 138.40 meters (2.50 meters long). Recovery for this vein was approximately 36% and gave 5.50 g/t Au and 171 g/t Ag.

On January 8, 2006 Rochester entered into an option agreement with ALB Holdings Ltd (“ALB”) a private Canadian Company, to acquire up to a 51% interest in the Mina Real Property (3,377 hectares) located near the capital city of Tepic, in the state of Nayarit, Mexico.

In June 2006 Rochester received environmental approval and permitting in order to start with site preparation and the construction of a conventional cyanidation processing plant.

In October 2006 Rochester acquired 51% interest in the Mina Real Property. The remaining 49% interest was acquired in December 2006, by issuing 10,500,000 common shares of Rochester in exchange for all of the outstanding shares of ALB Holdings Ltd., a private Canadian company. The sole asset of ALB was the 49% equity interest in Mina Real Mexico SA de CV.

In 2006 two phases of work were completed on the Mina Real property:

Phase I: It comprised drifting along the Florida-3 Vein (Levels 1140, 1160 and 1185) for a total of 457 meters. An additional 263 meters was done for cross-cuts and ventilation shafts.

Phase II: Approximately 3.5 kilometres of new access roads was completed. Mill construction was completed in December 2006. Underground development on the Florida-3 Vein continued for an additional 213 meters.

In January 2007 Rochester staked additional ground adjacent to the Mina Real Property. This new ground comprised a total of 3,981 hectares. Operations began at the new 200 tonne/day mill in early January and the plant was commissioned in May 2007.

In March 2007 Rochester acquired a 70% interest in the Santa Fe Gold-Silver Property (3,800 hectares) located immediately east of Mina Real.

During March of 2007 Mina Real S.A. also developed a ramp from level 1115 to lower levels of the Florida-1 vein for a total length of 192 meters. The adit on level 1160 advanced approximately 350 meters through an intrusive plug. As the grades of the vein just before it reached this intrusive plug were of economic interest, Mina Real S.A. decided to continue development across the plug. This was done in order to locate the vein continuation on the NW side. Unfortunately, due to very poor ground conditions and the high cost of development, this work was temporarily stopped until diamond drilling would identify the location of the veins to the NW.

During August 2007, road access was extended to the Tajos Cuates vein and underground rehabilitation work completed. Surface geological work in this area identified two new veins, Tomas and El Crudo. A surface sample taken from the Tomas vein returned 2.10m grading 3.7 g/t gold and 137 g/t silver. A surface sample taken from El Crudo Vein returned 0.70m grading 4.9 g/t gold and 106 g/t silver.

In November 2007, 95 meters of drifting were done along the Tajos Cuates Vein (Level 976). On the Florida-3 Vein an additional 77 meters of drifting (level 1115) was done.

During 2008 Rochester staked additional prospective ground (13,123 hectares) between the Mina Real Property and the Santa Fe Property. The new claims comprised the “El Cora claim” (1,527 hectares) and the “El Cora II” claim (11,596 hectares). Surface trenching and ex-

ploration drifting identified up to 13 veins in the Florida-NW area.

Development of a cross-cut started at Florida NW (level 1300) to intersect the Florida-1,2 and 3 veins; also drifting to the north and south began along the Florida-NW vein (level 1385).

In 2008 a new vein called Florida IV was discovered in the Florida-NW area. A total of 14 trenches were dug along this vein along a strike length of two kilometres. Later in the year a new vein perpendicular to the trend of the Florida IV vein was discovered. This new vein called “La Vibora” was explored initially by surface trenching.

Between July and August 2008 approximately 6.3 kilometres of roads were completed in order to access the Florida-NW area, particularly the Florida IV Vein. Drifting along the Florida IV Vein began on levels 1180, 1199, 1210, 1230 and 1260, 122 SE Ramp and 413 NW level.

San Francisco Property

Similarly, with the San Francisco property, the mining history is not well documented. A study was completed in 1983 by Consejo de Recursos Minerales (Mexican Geological Survey) on 14 of the old mine workings located on the property. The mine which was most extensively sampled (98 samples from five levels) during this study returned grades of 0.1 to 22.4 g/t Au and 11.3 to 1300.0 g/t Ag over widths from 0.8m to 1.7m along a strike length of 320m, a vertical distance of 145m, with an average grade of 7.95 g/t Au and 284 g/t over 0.80m (Evaluación Geológica-Minera Preliminar del Área de San Francisco, Mpios. De Compostela y San Pedro Lagunillas en el Estado de Nayarit by Cedillo Calvillo Roberto, 1983; CRM ref: 1883CECR0001). The reader is cautioned that the author has not independently verified these reported grades.

In 2005 Radius Gold Inc. optioned the property and conducted exploration consisting of road rehabilitation and collecting 88 stream samples and 1,132 rock samples. Radius dropped its option in the spring of 2006.

In the fall of 2006 Premium Exploration Inc. optioned the property and over the next two years it completed a 12 line kilometer NSMAT geophysical survey and 26 diamond drill holes totalling 1550 meters. The author was unable to locate results of the geophysical survey but results from of the drilling are summarized below:

Buenos Aires and Lluvia do Oro Zones

NG-07-001: returned 7.84 g/t Au, 814 g/t Ag over 2.6m starting 24.70m depth

NG-07-002: returned 2.32 g/t Au, 226 g/t Ag over 4.0m starting at 37.12m depth

NG-08-016: returned 0.07g/t Au, 7.82 g/t Ag over 2.35 m from 27.05 to 29.40 m
This included 0.30 g/t Au, 36.9 g/t Ag over 0.45m from 27.05 to 27.5 m

NG-08-019: returned 0.23 g/t Au, 32.6 g/t Ag over 2.65m from 52.90 to 55.55 m

NG-08-021: returned 2.85 g/t Au, 356.1 g/t Ag over 3.45m from 74.25 to 77.7

This included 4.21 g/t Au, 433.5 g/t Ag over 1.40m from 76.3 to 77.7 m

La Cholita Zone

NG-07-012: returned 10.2 g/t Au, 309.8 g/t Ag over 2.8m starting at 12.6m depth

NG-07-013: returned 8.79 g/t Au, 1309.7 g/t Ag over 1.52m from 18.9m to 20.42 m

This included 18.1 g/t Au and 3327 g/t Ag over 0.56m from

Alacran Zone

NG-08-015: returned 0.30 g/t Au, 49.2 g/t Ag over 10.14m from 90.50 to 100.64m

This Included 0.41 g/t Au, 62.7 g/t Ag over 6.86m from 93.78 to 100.64m

And 0.48 g/t Au, 97.7 g/t Ag over 3.14m from 97.50 to 100.64m

NG08-018: returned 0.40 g/t Au, 87.1 g/t Ag over 4.14m from 67.06 to 71.20m

La Palmera Zone

NG-08-023: returned 0.19 g/t Au , 80.5 g/t Ag over 1.40m from 76.3 to 77.7m

This included 1.14 g/t Au, 127 g/t Ag over 3.45m from 74.25 to 77.7m

San Mateo Zone

NG-08-025: returned 0.58 g/t Au, 121.4 g/t Ag over 7.66m from 18.50 to 26.16m

This included 2.44 g/t Au, 305.0 g/t Ag over 1.56m from 21.60 to 23.16m

NG-08-026: returned 0.46 g/t Au, 116.4 g/t Ag over 3.16m from 20.00 to 23.16m

All reported lengths are intercept lengths and are not true widths

9. Geological Setting and Mineralization

9.1 Regional Geology

The state of Nayarit lies within the physiographic province known as the Sierra Madre Occidental, an extensive belt of mainly volcanic rocks overlying and intruding Precambrian to Jurassic basement rocks. Also, it lies within the Province of the Pacific Coastal Plains and its south central area is lies within the Neo-volcanic Axis Province.

The oldest rocks in the region outcrop in the deepest parts of the Rio Santiago and conform a sequence of intercalated andesitic tuffs with sandstones and graywackes. The age of these rocks is early Cretaceous to upper Jurassic. Cretaceous granite to granodiorite intrusives are emplaced in the volcano-sedimentary sequence.

Overlying the previous rocks is a series of andesite and rhyolite volcanics which are intruded by porphyry granodiorite and diabase dikes. This volcanic sequence is known as the Lower Volcanic Sequence of Oligocene age.

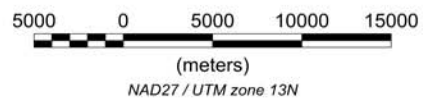
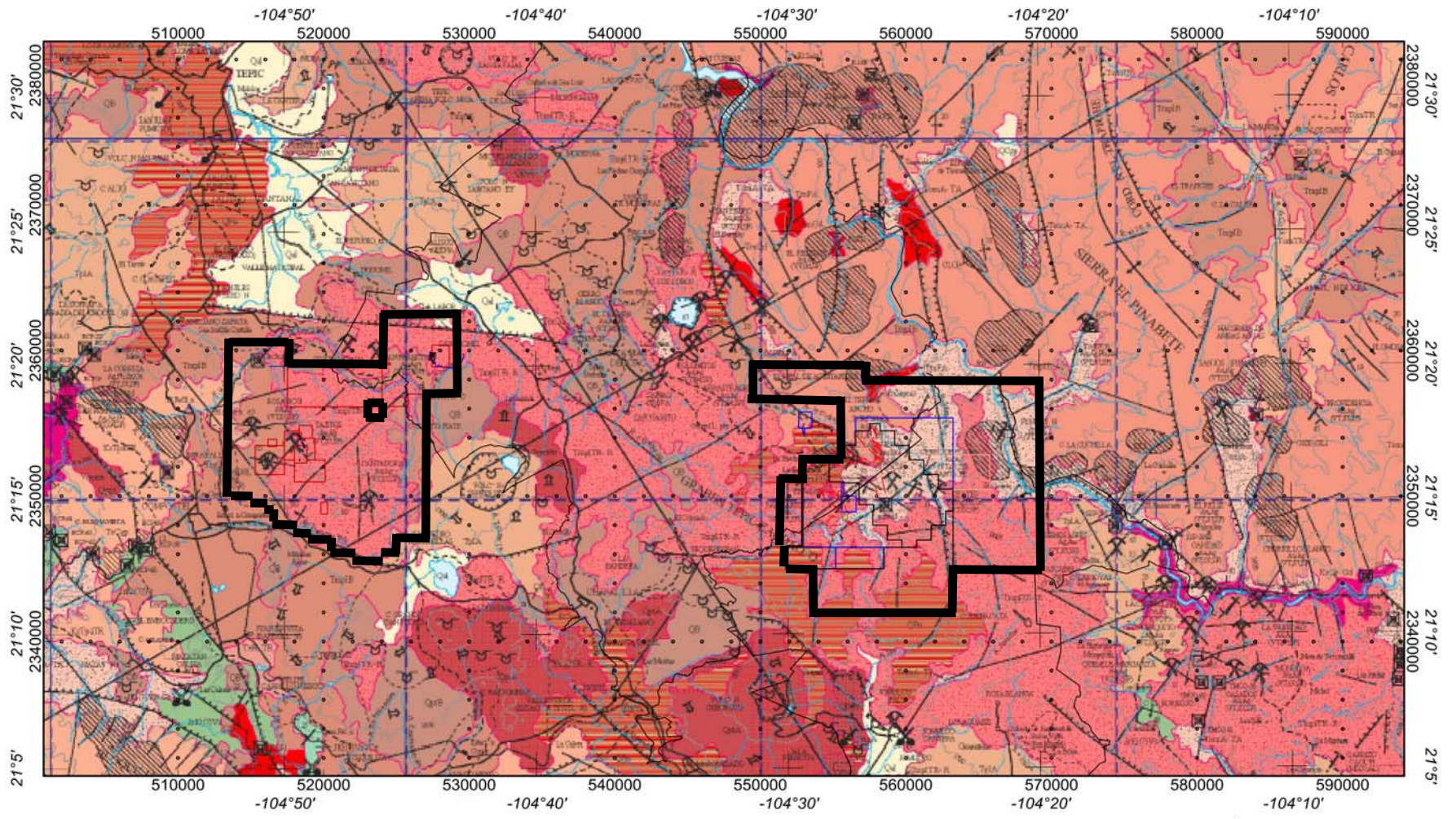
The Upper Volcanic Sequence consists of rhyolitic rocks (tuffs, breccias and ignimbrites) of Miocene age. Towards the late Tertiary and early Quaternary, basalts, rhyolitic and andesitic flows and pumice type tuffs were deposited. These later volcanics are known as the Neo-volcanic Axis.

The structural geology of the area comprises normal faults with NNW-SSE orientations with subsided blocks to the east and west, which form deep canyons and steep walls. The main regional lineaments are oriented NW-SE, secondary fracturing and faulting have an orientation NW-SE and NE-SW and the main regional structure is the Tepic-Zacoalco Graben (See Figure 3).

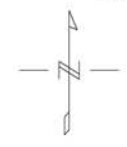
Within this volcanic belt lies the Ceboruco Volcano, which is a Quaternary strato-volcano typical of a subduction environment. Its last recorded eruption was in 1870. The Santa Maria del Oro Lake, just north of the town with the same name, comprises the basin of a Caldera within an 8

kilometer diameter graben. The Sanganguey Volcano is also a strato-volcano type. Both volcanoes are oriented NW-SE and are related to the Caldera of the Lake Santa Maria del Oro (Source: Mexican Geological Service, Tepic F13-8, 1998).

Throughout the region, most of the surface is covered by a layer (0.50 up to 2.0m thick) of pumice volcanic pyroclastics. This material is very friable and of low density. It masks any vein outcrop and on top has growth of shrubs and pine trees. The pumice dates back to the year 1870 when the Ceboruco Volcano last erupted. Most outcrops near the mine are of dacite ignimbrites and andesite flows.



Rochester Resources Ltd.
 Mina Real, Santa Fe, San Francisco Properties
 Regional Geology
 Figure 3



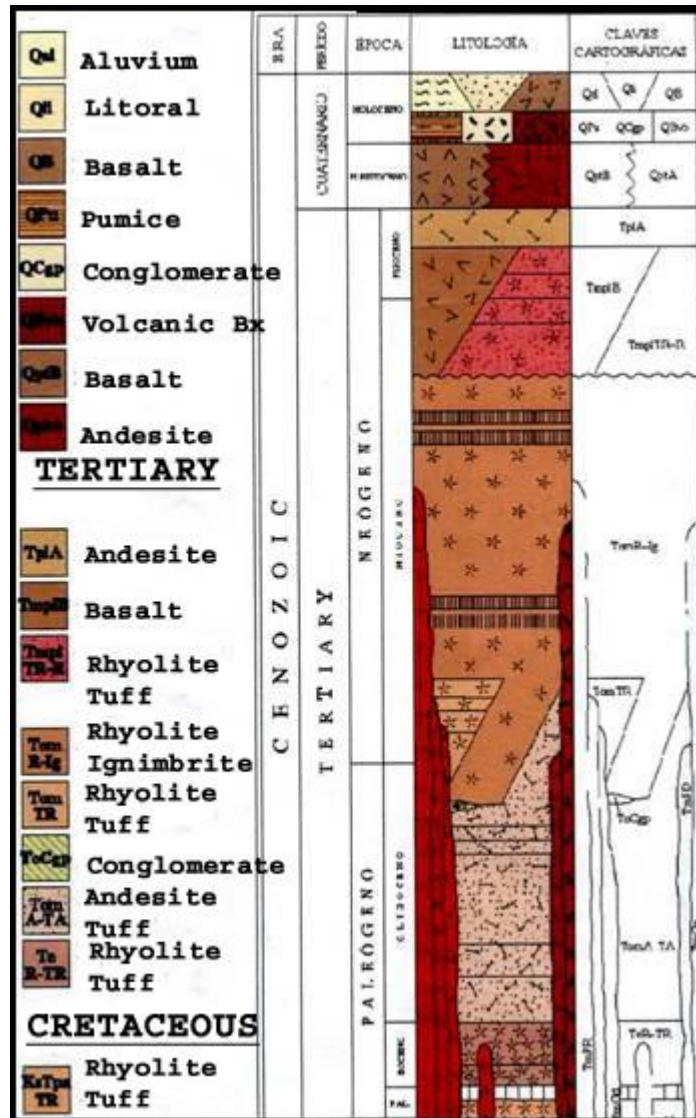


FIGURE 4 REGIONAL GEOLOGY MAP LEGEND

(Source: Mexican Geological Service, Tepic F13-8, Nayarit and Jalisco, 1998.)

9.2 Property Geology

The Mina Real and Santa Fe properties are underlain by Tertiary aged felsic volcanic flows and tuffs cut by intrusions of the same felsic composition. Observed clay alteration varies from narrow zones forming as selvages adjacent to mineralized quartz veins to broad zones of moderate to intense clay alteration. The veins at Mina Real and Santa Fe properties are hosted within mainly rhyo-dacite rocks which are moderately silicified near the veins and contain quartz veinlets in the wall rocks adjacent to the quartz veins. The silicified wall rock zones are narrow, generally 1 to 2 meters on each side of the veins.

The structural geology at the Mina Real Property comprises normal faults with NNW-SSE orientations with subsided blocks to the east and west, which form deep canyons and steep walls. The main regional lineaments are oriented NW-SE, secondary fracturing and post-mineral faulting have an orientation NW-SE and NE-SW and the main regional structure is the Tepic-Zacoalco Graben. The Florida area is bound by an uplifted block (horst), within which the Florida veins are located, and a down-dropped block (graben) in which the Tajos Cuates vein is found.

The San Francisco Property is also underlain primarily by Tertiary felsic volcanic flows and tuffs. The veins at San Francisco are hosted in mainly rhyo-dacite rocks which are moderately silicified near the veins, like at the Mina Real property.

The structural geology of the San Francisco Property comprises normal faults with NNW-SSE orientations and the main regional structure is the Compostela Graben

9.3 Mineralization

On the Mina Real Santa Fe and San Francisco properties the mineralized veins are hosted mainly in rhyo-dacite ignimbrites and andesitic flows at or near the boundary between the Lower and

Upper Volcanic Sequences.

The mineralized structures form part of a low sulphidation epithermal gold-silver system which is composed of quartz-adularia veins that have a preferred trend NW-SE. The average dip of the veins is approximately 75 degrees SW, though the veins can dip vertically or greater than 80 degrees to the NE. The width of the veins varies from 0.30 to over 2.0 meters wide.

The host rocks show silicification and quartz veinlets in the wall rocks adjacent to the quartz veins. The silicified selvages are narrow, generally 1 to 2 meters on each side.

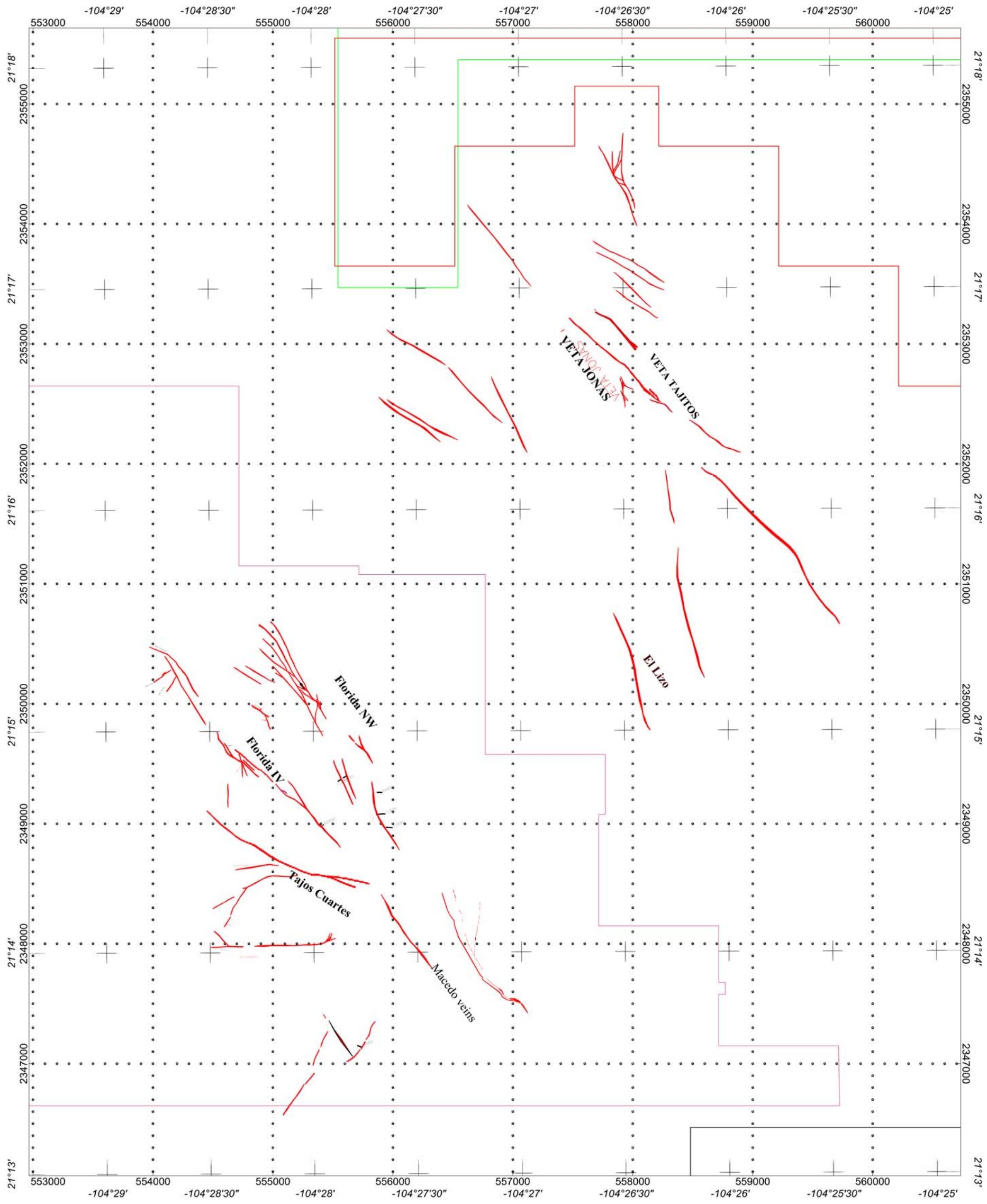
The quartz veins are confined along faults and fractures with iron and manganese oxides. Some vein segments contain elevated gold and silver values, in many cases due to secondary enrichment.

Structurally the mineralized area is bound by an uplifted block (horst), within which the Florida Veins are located, and a down-dropped block (graben) in which the Tajos Cuates Veins are found. These blocks are controlled by NE-SW post-mineral faults, which have also displaced the veins horizontally and vertically.

To date over 36 quartz veins have been identified at Mina Real and Santa Fe properties (see Figure 5).

Mineralization at the San Francisco property consists of high-grade silver and gold-bearing quartz veins hosted by rhyolitic pyroclastic rocks of Tertiary age. Native gold, electrum, silver sulfides and manganese and iron oxides are present within vertical to steeply-dipping quartz veins and adjacent stringers, stockworks and breccias. Low-angle quartz-breccia structures, possibly listric faults, have also been recognized, and these structures are also mineralized.

To date over 8 quartz veins have been identified on the San Francisco property (see Figure 6).



LEGEND

 Quartz Veins



Rochester Resources Ltd.

**MINA REAL SANTA FE PROPERTIES
GEOLOGY MAP**

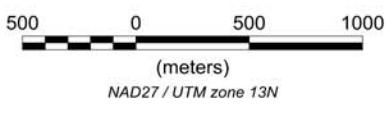
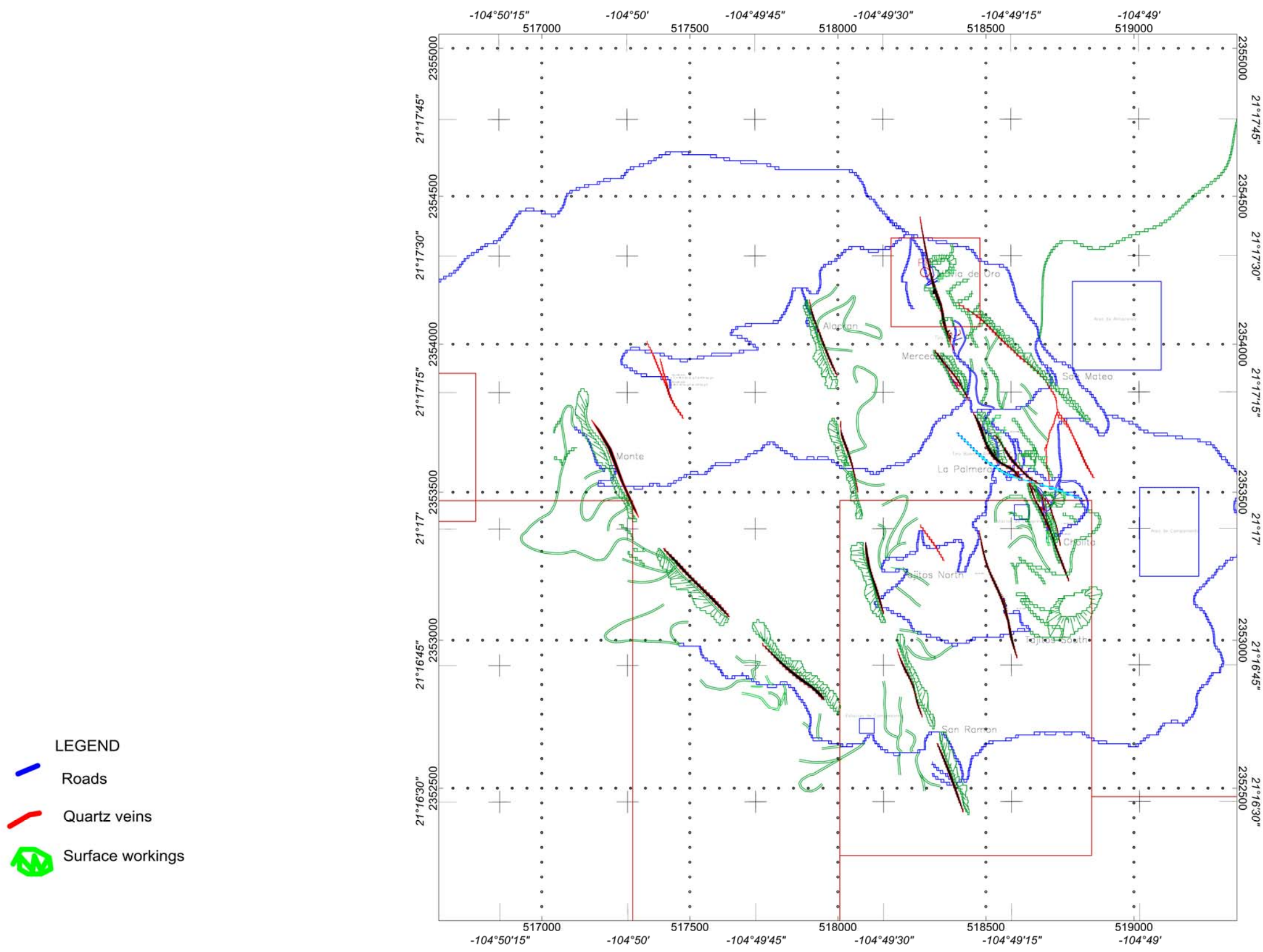


Figure 5



Rochester Resources Ltd.
SAN FRANCISCO PROPERTY
 Geology Map Figure 6

250 0 250
 (meters)
 NAD27 / UTM zone 13N

10. Deposit Types

At the Mina Real, Santa Fe and San Francisco properties the presence of high grade gold-silver quartz-adularia veins and stockwork veinlets is best described as a Low sulphidation Epithermal deposit. This type of deposit is an economically significant type of deposit in Mexico, with deposits occurring in the Pachuca -Real del Monte, Guanajuato, Fresnillo, Taxco, Tayoltita, and Zacatecas districts. These deposits are all Tertiary in age, ranging mostly from Middle Eocene to Early Miocene.

Precious metal mineral deposit types found in the State of Nayarit are mainly low sulphidation epithermal gold-silver quartz and adularia vein type deposits. A typical example of a low sulphidation epithermal gold-silver deposit is the Yago Property approximately 50 kilometres north of the city of Tepic. The Yago Property is known to have been in production during 1993 to 1999 as Compania Minera Nueva Vizcaya S.A. de C.V.

Low sulphidation veins are formed by ground water mixing with hot magmatic fluids(see figure 7. The resulting fluids interact with the rock for much longer than in high sulphidation fluids, in the process dissolving silica, which is later precipitated as quartz. Gold is precipitated by protracted boiling resulting in high grade gold silver deposits associated with veins. High grade gold and silver in these veins is precipitated over vertical intervals of generally 300 to 600 meters (see Figure 7).

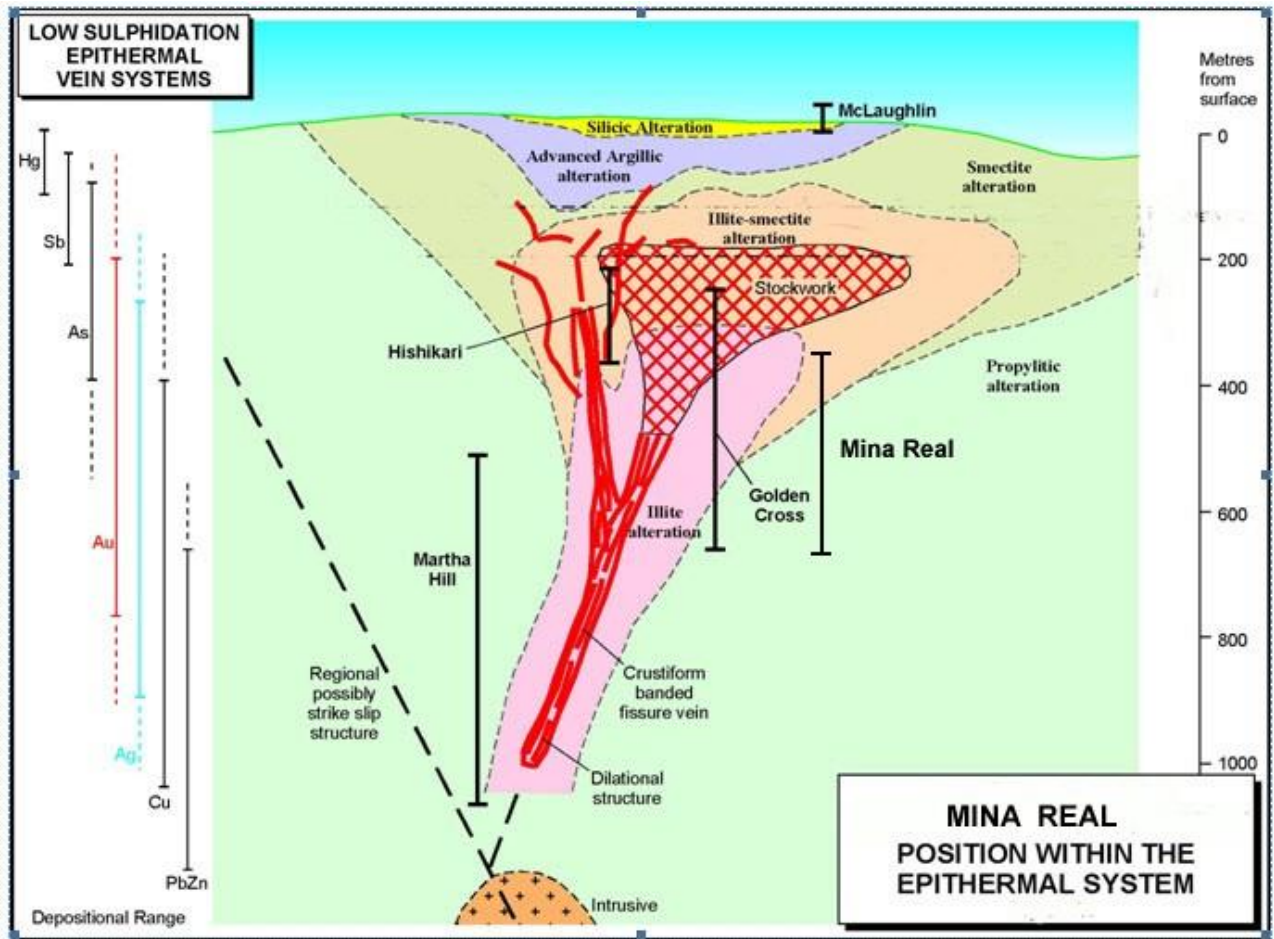


FIGURE 7 EPITHERMAL MODEL

Low sulphidation epithermal vein system showing tentative location of the veins at the Mina Real Property. (Modified after Jaramillo 2008 and Poliquin, 2005)

11. Exploration

Since 2006 Mina Real S.A. has been conducting continuing exploration on the Mina Real property. Mina Real S.A. began exploration on the Santa Fe property in 2011 and on the San Francisco property in 2012. The techniques employed have included surface mapping, trenching, diamond drilling and underground drifting. Programs have been contingent on success and one phase of exploration will ultimately lead to a more progressive phase.

Trenching

Trenching has been the primary surface exploration technique with trenches used to expose near surface mineralization. Due to the rugged topography in the area, trenches are located at various elevations ranging from 1000 to 1400 meters above sea level. Trenches are oriented to be perpendicular to the strike of the sought after vein, and are set at irregular spacing distances. This is partially due to the rugged topography. Trenches range in length from 3 to 90 meters and dug to depths ranging from 30 centimeters to over a meter depending on the thickness of the ash layer. A summary of the trenching conducted on the Mina Real, Santa Fe and San Francisco properties is shown in table 2 and displayed on Figures 8.

Table 2. List of Trenching

Mina Real property

Florida Area

Vein	Trenches
Florida NW	56
Florida IV	12
La Vibora	37

Tajos Cuates Area

Vein	Trenches
Tajos Cuates	5
Tomas	3
La Cumbre	8
La Perdida	13
La Turquesa	3
Veta Grande	2
Tesoro - El Titere	8

Macedo Area

Vein	Trenches
Macedo	39
El Gringo	12
La Cruz	3

San Francisco property

Vein	Trenches
Lluvia de Oro	11
Buenos Aires	10
Cholita	4
San Mateo	8
Tajitos	9
Las Astas	15
El Hermitaño	16

Drifting

Underground exploration has consisted of drifts, raises and crosscuts and has been employed since Mina Real S.A. began operations in 2006. Since that time over 31,185 meters of underground drifting has been completed on the Mina Real and Santa Fe properties. Since 2012 Mina Real S.A. has completed 4,435 meters of drifting on the San Francisco property .

Drifting has been conducted on the Florida SE, Florida IV, Florida NW, Tajos Cuartes and Macendo vein systems on the Mina Real property, the Tajitos and El Lizo Vein systems on the Santa Fe Property (see Figure 9) and on the Tajitos South and Lluvia de Oro vein systems on the San Francisco property. . Levels are generally established 30 meters apart in elevation and rock sampling is conducted along the back (ceiling) of the drift with sample lines spaced 1.5 meters apart, with sample widths ranging from 30cm to 1 meters (see Figure 10). The sampling programs generate a high number of samples. Generally in the order of 8,000 samples per month are taken and analysed. As underground work progresses crosscutting veins and splays are often followed and exposed.

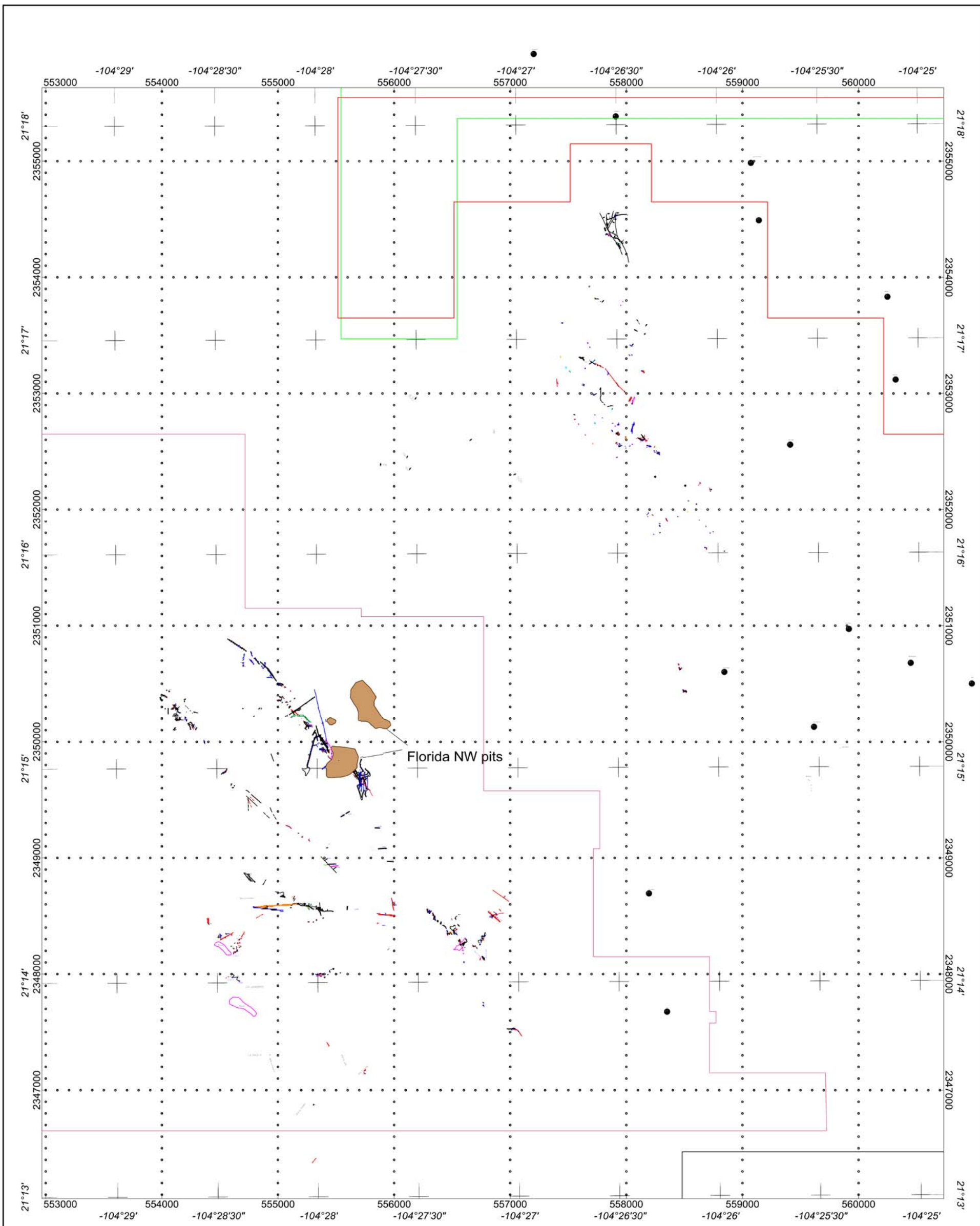
As a result of the underground exploration several, veins sets have been identified and exploited at each mine. At Tajos Cuartes 13 individual veins have been identified. At the Macedo Mine 2 veins, at Florida SE 2 vein sets and at Florida NW 3 vein sets. A summary of the weighed averages of Tajos Cuartes and Macedo veins appears below in table 3:

The methods of sampling employed by Mina S.A. both in the trenching and underground exploration programs are designed in such a manner as to ensure that quality samples are obtained which are representative of the geological characteristics identified. The samples collected in the underground programs are taken from panels on large faces see appendix or as chip Channel samples across the back (ceiling) of the underground working. This technique minimizes any potential sample bias see appendix.


Table 3. Tajos Cuartes and Macedo Veins Underground sampling summary

Tajos Cuartes Veins	Width (m)	Au g/t	Ag g/t
Veta 1	1.98	1.41	185.17
Veta 2	0.92	1.48	98.19
Veta 696	0.87	1.27	265.10
Veta 251	0.91	0.60	226.41
Veta 307	0.85	1.12	217.87
Veta 185	0.80	0.80	181.55
Veta Soledad	1.13	1.13	188.37
Veta Soledad 1	0.80	0.80	69.29
Veta Huritzi	1.08	1.08	282.81
La Cumbre	1.13	1.13	165.57
Macedo Veins			
Macedo	1.08	2.08	73.78
Macedo 600	1.13	3.26	72.02
El Gringo	0.82	1.69	121.0

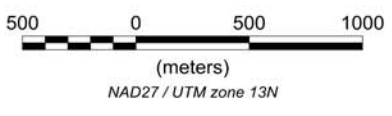
Vein widths are estimated true widths

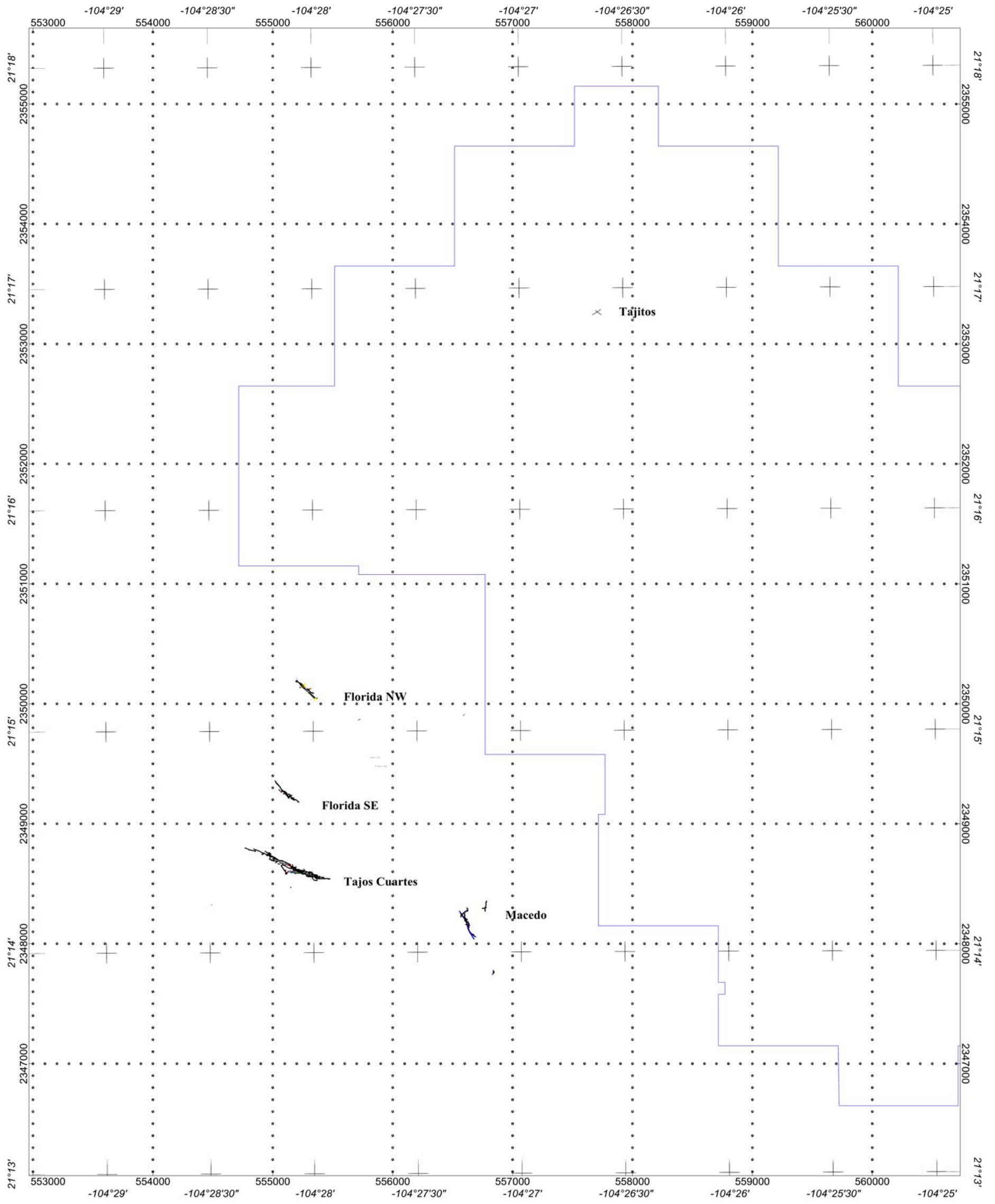


LEGEND

 Area of trenching

**ROCHESTER RESOURCES LTD.
MINA REAL & SANT FE PROPERTIES
TRENCH LOCATION MAP Figure 8**





**ROCHESTER RESOURCES LTD.
MINA REAL & SANT FE PROPERTIES**

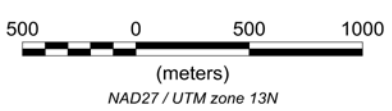
UNDERGROUND WORKINGS MAP

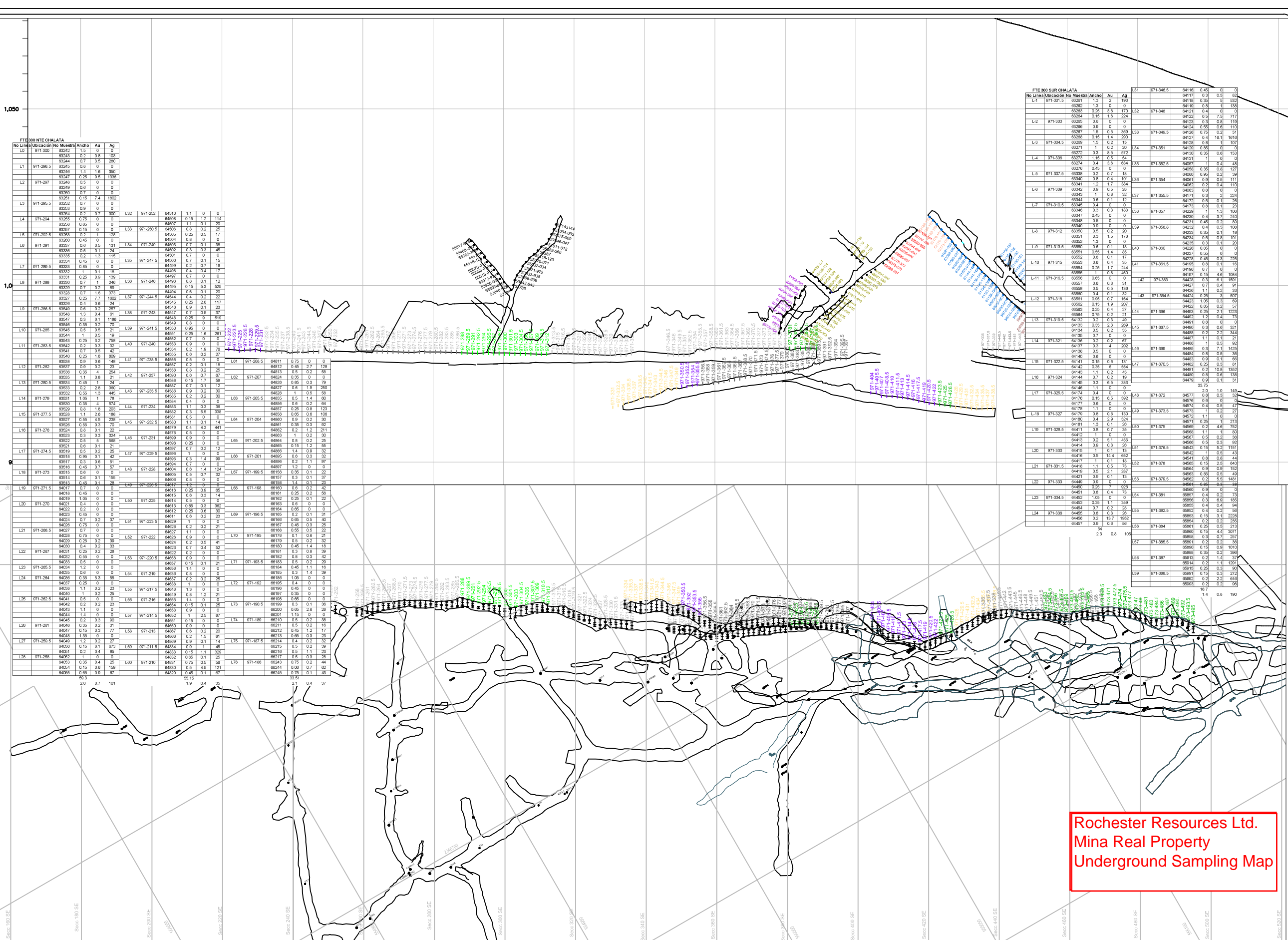
LEGEND

 UNDERGROUND WORKINGS



Figure 9



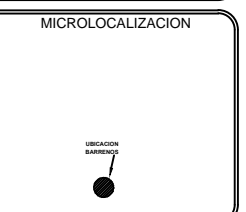


FTE 300 MTE CHALATA

No Linea	Ubicación	No Muestra	Ancho	Au	Ag
L0	971-300	63242	1.5	0	0
L1	971-296.5	63245	0.8	0	0
L2	971-297	63248	0.5	0	0
L3	971-296.5	63262	0.7	0	0
L4	971-294	63265	0.7	0	0
L5	971-292.5	63268	0.2	1	128
L6	971-291	63271	0.5	0.1	24
L7	971-290.5	63274	0.5	0	0
L8	971-288	63277	0.2	0.2	389
L9	971-286.5	63280	0.2	0	0
L10	971-285	63283	0.2	0	0
L11	971-283.5	63286	0.2	0	0
L12	971-282	63289	0.2	0	0
L13	971-280.5	63292	0.2	0	0
L14	971-279	63295	0.2	0	0
L15	971-277.5	63298	0.2	0	0
L16	971-276	63301	0.2	0	0
L17	971-274.5	63304	0.2	0	0
L18	971-273	63307	0.2	0	0
L19	971-271.5	63310	0.2	0	0
L20	971-270	63313	0.2	0	0
L21	971-268.5	63316	0.2	0	0
L22	971-267	63319	0.2	0	0
L23	971-265.5	63322	0.2	0	0
L24	971-264	63325	0.2	0	0
L25	971-262.5	63328	0.2	0	0
L26	971-261	63331	0.2	0	0
L27	971-259.5	63334	0.2	0	0
L28	971-258	63337	0.2	0	0

FTE 300 SUR CHALATA

No Linea	Ubicación	No Muestra	Ancho	Au	Ag
L31	971-346.5	64116	0.46	0	0
L32	971-348	64119	0.8	1	136
L33	971-348.5	64122	0.5	7.5	717
L34	971-351	64125	0.8	1	107
L35	971-349.5	64128	0.8	1	107
L36	971-354	64131	0.8	1	110
L37	971-355.5	64134	0.8	1	113
L38	971-357	64137	0.8	1	116
L39	971-358.8	64140	0.8	1	119
L40	971-360	64143	0.8	1	122
L41	971-361.5	64146	0.8	1	125
L42	971-363	64149	0.8	1	128
L43	971-364.5	64152	0.8	1	131
L44	971-366	64155	0.8	1	134
L45	971-367.5	64158	0.8	1	137
L46	971-369	64161	0.8	1	140
L47	971-370.5	64164	0.8	1	143
L48	971-372	64167	0.8	1	146
L49	971-373.5	64170	0.8	1	149
L50	971-375	64173	0.8	1	152
L51	971-376.5	64176	0.8	1	155
L52	971-378	64179	0.8	1	158
L53	971-379.5	64182	0.8	1	161
L54	971-381	64185	0.8	1	164
L55	971-382.5	64188	0.8	1	167
L56	971-384	64191	0.8	1	170
L57	971-385.5	64194	0.8	1	173
L58	971-387	64197	0.8	1	176
L59	971-388.5	64200	0.8	1	179
L60	971-390	64203	0.8	1	182



RESPONSABLE DE PROYECTO:
 INGENIERO: VICTOR CHAVEZ POLINA
 DIBUJANTE: SANTOS GUTIERREZ PEREZ

ROCHESTER RESOURCES LTD.
MINA REAL PROPERTY
UNDERGROUND SAMPLING MAP

UBICACION ARCHIVO:
 NIVEL 973 Chalata

DATOS DEL PROYECTO
 VETA 696

Figure 10
 MPIO. DE SANTA MARIA DEL ORO
 NOVIEMBRE 2012
 1/1
 MINA REAL MEXICO, S.A. DE C.V.
 ING. MARIO GARCIA TORRES
 Director de Operaciones
 ESCALA: 1 : 500

12. Drilling

Three stages of drilling have been undertaken by Mina Real S.A. one in 2006, a second in 2008 and a third round in 2010. All diamond drilling was conducted from surface except for three holes which were drilled from underground on the Tajos Cuates veins. A summary of the drilling campaigns is shown in Table 4.

Table 4. Drilling Summary

Stage	Holes	m
2006	6	825.95
2008	12	1952.80
2010	24	5,168.1
Total	42	7946.85

During 2006 significant results were obtained from 4 diamond drill holes completed at Tajos Cuates. A summary of these drill holes is shown in Table 5 below:

Table 5: Summary of 2006 drilling Tajos Cuates

Mina Real Drill Holes - 2006						
DDH No.	Easting	Northing	Elevation m.	Inclination	Azimuth	Length m.
CH04-06	555,272	2,348,560	972	-55	325	132.65
CH05-06	555,272	2,348,560	972	-61	325	133.15
TC02-06	555,357	2,348,522	938	-46	340	132.80
TC03-06	555,357	2,348,522	938	-20	340	123.50

Drill hole **CH04-06** intercepted a vein between 79.40 to 81.92 meters (2.52m) and returned 5.38 g/t gold and 321 g/t silver. Drill hole **CH05-06** did not intercept the vein probably due to faulting. Drill hole **TC02-06** intercepted a very fractured vein between 99.70 to 100.50

meters (0.80m) and returned 0.80 g/t gold and 0.07 g/t silver. Drill hole **TC03-06** intercepted a zone of weak mineralization between 112.65 to 113.95 meters (1.3m) and returned 0.12 g/t gold and 13 g/t silver.

In 2008 4 holes were drilled in the Florida NW area and 4 holes in the Vibora area see table 6 below. In the Florida NW zone the following results were returned; Drill hole **FL01-08** was drilled to 192.2 meters and intercepted two veins. Drill hole **FL2-08** was drilled to 203.1 meters and intercepted two weakly mineralized zones. Drill hole **FL3-08** was drilled to 380.6 meters and intercepted one vein from 170.0 to 171.20 which assayed 4.88 g/t gold and 104 g/t silver. Drill hole **FL4-08** intercepted a low grade zone section from 53.55 to 54.78 meters which averaged 0.411 g/t gold and 22 g/t silver, the results appear in table 7.

Table 6 Summary of 2008 Drilling

HOLE-ID	East (X)	North (Y)	Elev (Z)	AZIMUTH	INCLINACION	LENGTH (m)
FL01-08	555113	2350230	1415	55	-60	192.2
FL02-08	555148	2350215	1377	235	-50	203.1
FL03-08	555116	2350158	1423	55	-50	380.6
FL04-08	554965	2350091	1412	55	-50	100.0
T01-08	554359	2350039	1418	235	-60	187.6
CLV01-07	558160	2352422	1300	60	-60	78.9
CLV02-08	558125	2352402	1318	60	-65	237.8
CLV03-08	555011	2349886	1423	240	-50	246.0
V01-08	554150	2350168	1349	155	-57	162.0
V02-08	554150	2350168	1349	155	-45	43.9
V02A-08	554049	2350318	1349	155	45	104.3
V03-08	554136	2350320	1338	155	-48	97.2

Table 7 Drilling Summary Florida NW

FL01-08					
Sample No.	From (m)	To (m)	Width (m)	Au g/t	Ag g/t
32293	122.00	123.45	1.45	2.35	8
32302	136.30	137.20	0.90	0.727	9
FL02-08					
Sample No.	From (m)	To (m)	Width (m)	Au g/t	Ag g/t
32388	81.10	83.10	2.00	0.652	2
32389	83.10	85.25	2.15	1.81	8
			4.15	1.25	5.11
32392	89.70	91.80	2.10	0.22	2
32393	91.80	93.50	1.70	0.78	4
32394	93.50	95.50	2.00	0.38	2
32395	95.50	98.20	2.70	0.38	2
			8.50	0.42	2.40
FL03-08					
Sample No.	From (m)	To (m)	Width (m)	Au g/t	Ag g/t
33210	170.00	171.20	1.2	4.88	104
FL04-08					
Sample No.	From (m)	To (m)	Width (m)	Au g/t	Ag g/t
33169	53.55	54.78	1.23	0.411	22

(The above drill intervals are not true vein widths)

At the Vibora area Drill hole **Vo1-08** intersected a very fractured silicified interval (70.45 to 72.05m) with iron oxides and quartz veinlets. This interval (sample 33735) returned 15.40 g/t gold and 140 g/t silver. Drill hole **Vo2-08** intersected from 42.4 to 43.85m a fractured zone with iron and manganese oxides. Analytical results were below detection limits. Drill hole **Vo2A-08** intersected a very fractured interval (74 to 78m) with iron-manganese oxides and quartz veinlets. Analytical results were below detection limits. Drill hole **Vo3-08** from 52.1 to 53.08 meters intersected a quartz veinlet zone. This interval (sample 1816) returned 2.7 g/t

gold and 29 g/t silver.

In March of 2010 Mina Real S.A. began a program of diamond drilling to test the strike and depth extensions of the Tajos Cuates, Macedo and Florida NW vein systems. A total 24 holes were drilled totaling 5,168 m see table 8, the program was discontinued at the end of August 2010 due to technical problems related to bad ground conditions. Three of the twenty four holes drilled in 2010 were drilled from an underground station on the Tajos Cuates Vein system. Drill Holes TC-01-10, TC-02- 10, TC-03-10 were drilled from underground stations on the Chalata level (see table 7). Significant results were returned from drilling at the Tajos Cuartes (see Figure 11) and Florida NW (see Figure 12), significant intercepts appear in Table 9.

Table 8 2010 Drilling Summary

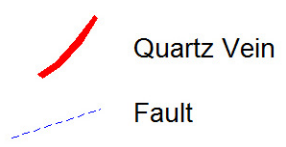
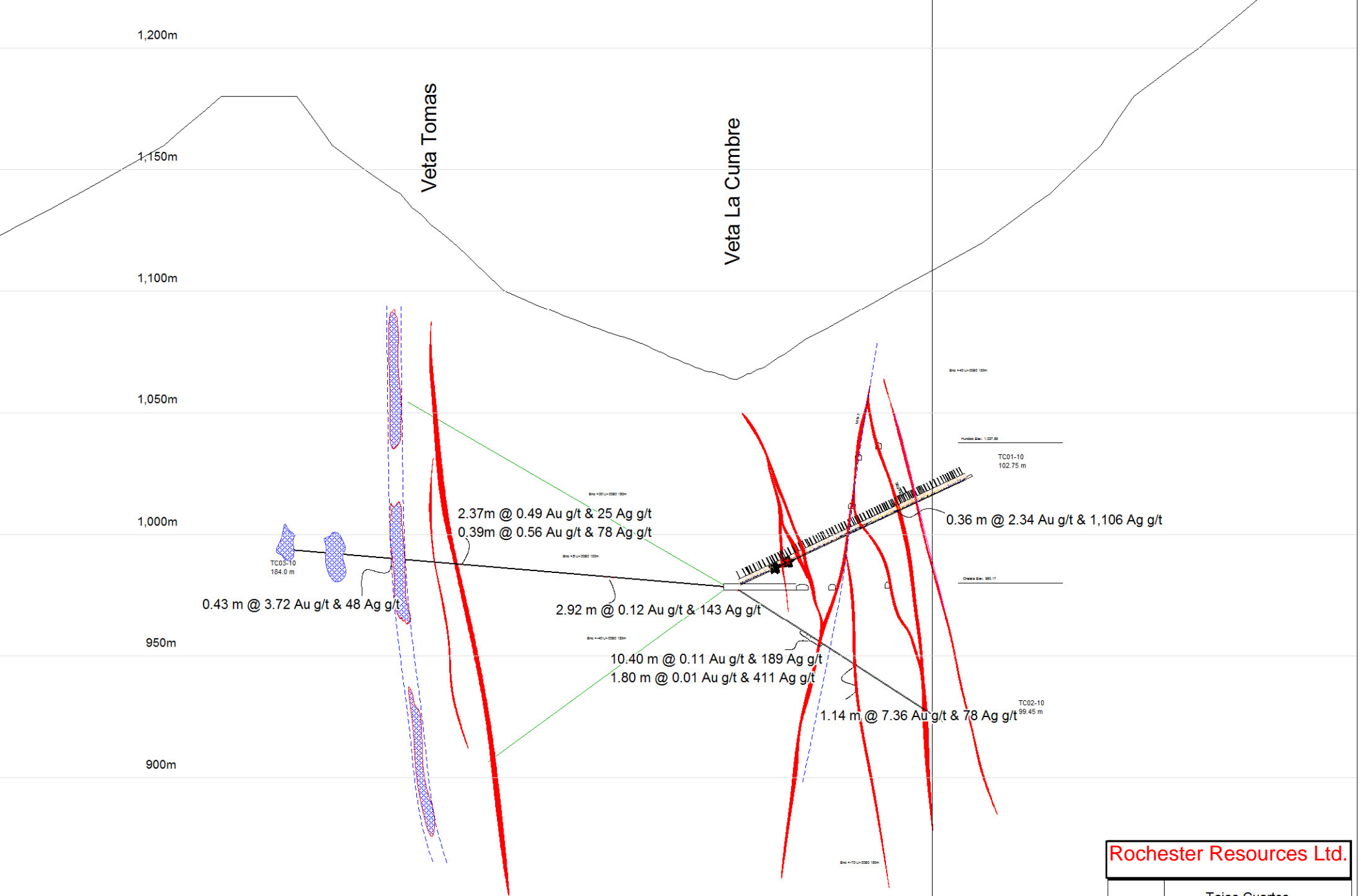
HOLE-ID	E (X)	N (Y)	Elev (Z)	AZIMUT	INCLINACION	LENGTH (m)
FLNW01-10	555356	2350213	1380	235	-51	300.0
FLNW02-10	555264	2349957	1337	55	-55	130.0
FLNW03-10	555264	2349956	1313	55	-49	199.4
FLNW04-10	555363	2350208	1386	55	-65	261.4
FLNW05-10	555325	2349999	1312	55	-70	300.6
FLNW06-10	555059	2350289	1434	55	-60	170.1
FLNW07-10	554899	2350189	1440	55	-70	237.0
FNW08-10	555198	2349910	1386	55	-50	106.2
FNW09-10	554899	2350189	1440	55	-50	361.0
FLNW08-10	555332	2349974	1383	55	-60	115.1
FNW11-10	555235	2350119	1412	55	-60	77.5
FLNW08-10	555235	2350119	1412	54.30	-61	111.45
FNW12-10	555162	2350130		55	55	192.5
FNW12A-10	555162	2350130		55	55	186.5
FLNW13-10	554879	2350419	1399	55	-70	146.6
FLIV-01A-10	554820	2349707	1403	55	-65	340.8
MA01-10	556792	2348280	1034	220	-50	401.2
MA02-10	556716	2348226	1080	277	-70	277.0
MA03-10	556912	2348413	1020	230	-58	233.0
MA04-10	556912	2348413	1020	232	-54	264.4
MA05-10	556912	2348413	1020	232	-70	315.0
MA06-10	556865	2348345	1020	232	-54	55.6
TC-01-10	555011	2348651	981	30	25	102.8
TC-02-10	555011	2348651	981	53	-33	99.5
TC-03-10	555006	2348649	981	233	5	184.0

Table 9 2010 Significant drill intercepts

Drill Hole	From m	To m	Interval	Gold g/t	Silver g/t
FLNW06-10	72.01	72.69	0.68	0.88	31.5
FLNW07-10	76.45	76.98	0.53	1.56	12.0
FLNW09-10	87.47	87.95	0.48	8.18	99.0
AND	133.35	134.00	0.65	1.43	37.0
FLNW10-10	59.37	62.92	3.55	2.72	222.0
AND	75.10	76.50	1.40	1.61	97.6
FLNW11-10	65.35	67.46	2.11	1.70	233.0
FLNW11A-10	95.76	97.04	1.28	1.12	36.0
TC 01-10	70.99	71.35	0.36	2.34	1106.0
TC 02-10	30.85	41.25	10.40	0.11	189.6
AND	56.36	57.60	1.14	7.37	78.0
TC 03-10	107.73	110.10	2.37	0.48	25.2
AND	136.20	136.63	0.43	3.72	48.0

(The above drill intervals are not true vein widths)

The surface and underground diamond drilling programs conducted thus far on the Mina Real property have met with mixed success. The programs have intersected mineralized quartz veins and have allowed the geologist to extend surface mineralization to depth. All of the programs have met with difficult ground conditions and have had difficulties in obtaining good recoveries through the targeted zones. The author recommends that any future diamond drilling be done with a triple core barrel in hope to obtain good or better recoveries through the mineralized interval being tested.



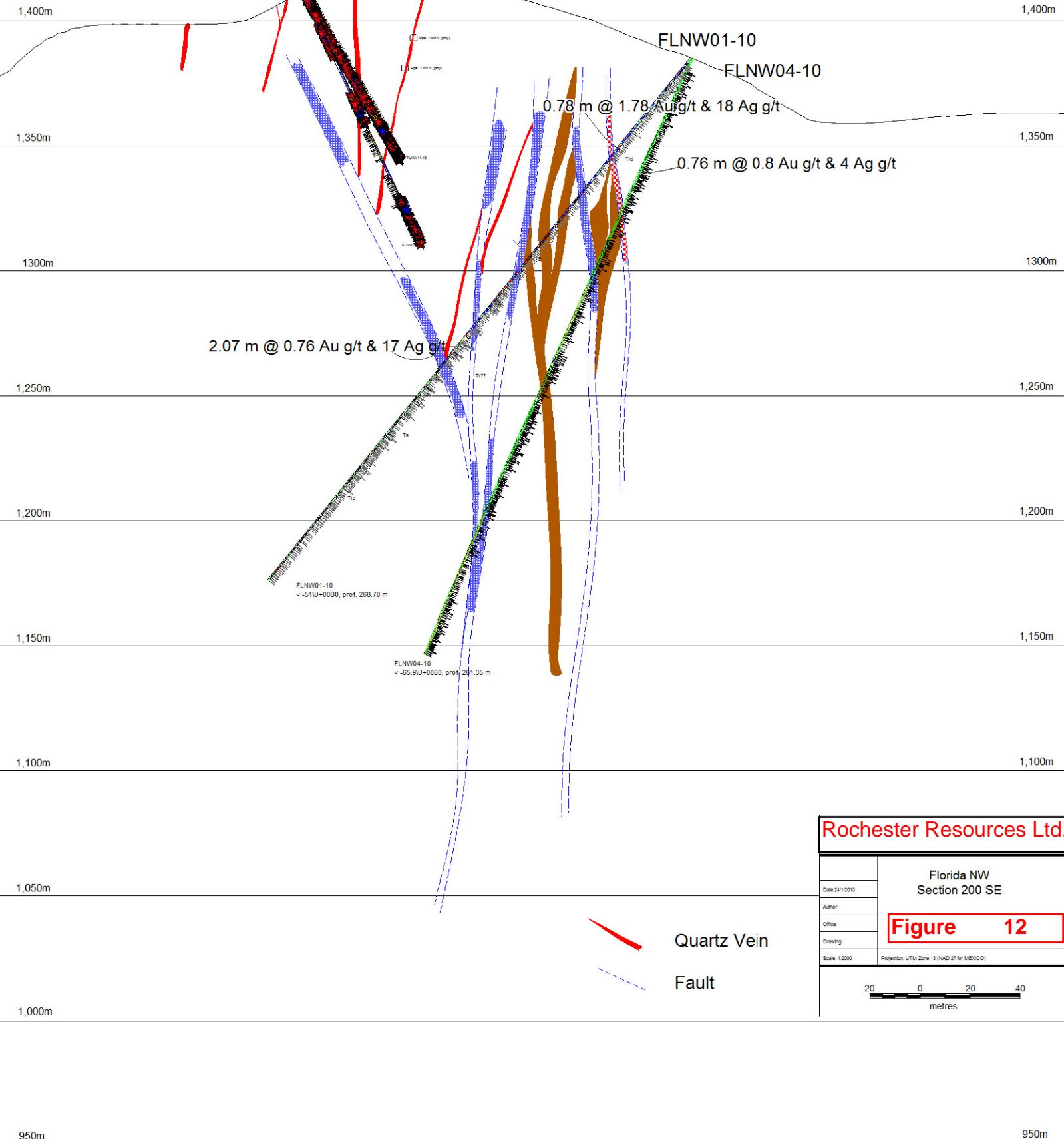
Rochester Resources Ltd.

Tajos Cuartes Section 380 SE	
Date: 24/1/2013	Figure 11
Author:	
Office:	
Drawing:	
Scale: 1:2000	Projection: UTM Zone 13 (NAD 27 for MEXICO)



Zanja 5

NE



Rochester Resources Ltd.	
Florida NW Section 200 SE	
Date: 24/1/2013	Figure 12
Author:	
Office:	
Drawing:	
Scale: 1:2000	Projection: UTM Zone 13 (NAD 27 for MEXICO)

13. Sample Preparation, Analysis and Security

The author on his visit to the Mina Real, Santa Fe and San Francisco properties observed the sampling methods and approach used by mine sample crews underground and during core sampling. Rock (vein) sampling consists of taking chip/channel samples perpendicular to vein trends underground systematically every 1.5 meters. Drill core sample intervals are based in geology and are generally less than 2 meters long. Core recoveries have generally been above 80%, except in faulted or fractured and broken ground. The author feels that the sample collection and approach has been within acceptable industry standards.

The location of the underground samples is measured, from a known survey point, using a chain and Transit. Surface sample locations and drill hole collars are recorded using a hand held GPS unit set to Datum WGS-84.

Each sample is usually taken under the supervision of a mine geologist; an assay tag number is introduced in each sample bag which is numbered with a permanent marker. The samples are packaged in heavy plastic bags and tied using plastic locking ties. At each underground sample location, spray paint is used to write the corresponding sample number. Core sampling is done using a hydraulic core splitter following standard industry practices.

Up until 2010 exploration samples from trenching and diamond drilling were shipped by bus from the city of Tepic to SGS Laboratories (“SGS”) an internationally certified independent laboratory, at their facility in Durango, Mexico. SGS operates a network of over 1,000 offices and laboratories around the world. SGS provides analytical services to all aspects of the minerals industry. SGS' Centres of Excellence are ISO/IEC 17025 accredited and most major regional facilities ISO 9001 certified.

Beginning in June 2008 some samples were prepped at the laboratory located at the Mina Real S. A. processing facility. After the 2010 drilling program and presently all samples taken from the underground workings have been analysed by the lab at the Mina Real Mill site. The laboratory at Mina Real is not an independently certified laboratory.

The Mina Real Sample Preparation procedures are as follows:

- The samples are passed through a jaw crusher;
- The crushed sample is passed through a John's Splitter;
- A 250 gram crushed sample is approximately 85% pulverized; and
- The sample is homogenized and put into a Kraft bag which has previously been labelled with the sample number. Rejects are stored.

Quality control procedures for drill core and trenching samples taken up to 2010 at Mina Real included inserting a blank, duplicate and standard into the sample stream with each batch of approximately 30 samples sent to SGS Laboratories.

The standards that were used were commercially prepared by WCM Minerals Ltd., with an office address at 7729 Patterson Ave., Burnaby, BC V5J 3P4. Blank samples were taken from an unaltered dacite quarry.

Since the completion of the 2010 drill program the Mina Real Lab has been used for samples taken for the underground sampling program for which quick decisions are required. The Mina Real Lab is not an accredited lab.

The Quality Assurance Quality control program employed by Mina Real S.A. now consists of using the pulps returned from previous exploration programs as standards and inserting these along with blanks and duplicates every 30 samples into the sample stream of exploration samples. If results from the standards are not within 10% of the original value the exploration department reports it to the lab, if blank samples return gold values this is reported to the lab and if duplicate samples results are not within 30% of each other again it is reported to the lab.

In the author's opinion the sampling collection and sample preparation methods employed by Mina Real S.A. are adequate to ensure representative samples are obtained. The current quality control and quality assurance program being employed by Mina Real S.A. in the author's opinion is sufficient as to the frequency with which the standards, duplicates and blanks are inserted into the sample stream. Since the standards used by Mina Real S.A. are not certified standards the program does not comply with the CIM's Best Practices guidelines and generally accepted

industry best practices. The use of non-certified standards may result in the assay data obtained not being suitable inclusion in mineral resource estimates. The Author does suggest that Mina Real S.A. investigate purchasing a certified standard or preparing a standard from local material with a known gold and silver grade. This would eliminate any inconsistencies that may result from using the pulps as standards, which may potentially have an inherent error. As the material taken from underground is used as mill feed there is an incentive for Mina Real S.A. to ensure accuracy and precision from these samples.

It should be noted that Mina Real S.A.'s ultimate check on sampling can be based on production from the cyanidation plant. Over the past six years of processing material, Mina Real S.A. has reported approximately 91% recovery for gold and 60% recovery for silver. This does act as an indirect check on sampling as inaccurate sample analysis would result in lower metal production.

For the check samples taken by the Author the chip samples were taken across the noted vein and placed in a 3mil plastic bag with an identification paper tag. The sample remained with the Author until it was hand delivered to Bureau Veritas Commodities Canada Ltd ("BV") in Vancouver. BV is an ISO/IEC 17025:2005 accredited laboratory. At the lab 1kg of sample was crushed to 80% passing a 10 mesh screen then a 250 gram split was taken and pulverised to 85% passing a 200 mesh screen. A 30 gram portion was fire assayed with a gravimetric finish for gold; silver and the remaining elements were digested in hot aqua regia and the tested by Induced Coupled Plasma ICP –ES analysis.

The Author relied on QA/QC protocols used by BV for the check samples. The Author is satisfied with the results obtained from BV.

14. Data Verification

Data verification was conducted by the author during his property visit to the Mina Real, Santa Fe and San Francisco properties consisted of viewing the roads to various adits and trenches and viewing one of the survey monuments that mark the boundary of the mining concessions. The author also visited the geologic core shack situated at La Estanzuela, Mina

Real S.A. houses workers and maintains a kitchen staff at this site. The drill core was stored in secured building and placed marked wooden core boxes which are clearly labeled. The author also visited the geological and administration offices which are proximal to the cyanidation plant. These offices are modern and offer satellite and internet connectivity. Mine drawings and maps are stored on digitally on computers at this site. Paper copies are also stored here or can be produced here. The author took a tour of the process plant and assay laboratory. The author toured underground operations at the San Eduardo mine, the Agua Negra mine and the Adit at the Tajitos South vein on the San Francisco property and check samples were taken of the veins there . In addition at the Mina Real property the author also viewed underground workings at the Macedo mine and the mining operations at the Florida NW pit excavations of which a sample was taken see Appendix. At the Santa Fe property the Author viewed underground workings at the Tajitos Vein, and viewed old working at Mina Grande part of the El Lizo vein system a sample was taken at Mina Grande. Results from these samples are listed in table 10 below. The author observed the sampling techniques used in the underground operations and in the Florida NW excavation.

Table 10 Check Samples

Sample	Location	Width (m)	Type	Description	Au(g/t)	Ag (g/t)
56701	Santa Ana Macedo mine	0.35	chip	35 cm chip sample of oxidized quartz vein	2.341	71
56702	Florida NW pit wall	.035	chip	35 cm chip sample of oxidized quartz vein	2.405	145
56703	Mina Grande	0.30	chip	30 cm chip sample across oxidized quartz vein	2.501	369
45507	San Eduardo mine	2.0	chip	2 meter chip sample across pit wall of highly oxidized quartz vein	0.764	114
45508	Auga Negra	1.00	Chip	1.0 meter chip sample from quartz vein	32.2	>1000

Based on visual inspection of the programs, procedures and operations conducted by Mina Real S.A. supplemented by check samples, it is the Authors opinion that the data used and described in this report is adequate for the uses of this technical report.

15. Adjacent Properties

There is no description of adjacent properties for this report.

16. Mineral Processing and Metallurgical Testing

The following description of the mineral testing is a summary taken from a report Dated December 5, 2008 entitled “The Mina Real Property Technical Report (Santa Maria Del Oro District) (State of Nayarit-Mexico) Prepared for Rochester Resources Ltd. Cooper Minerals Inc., E Energy Ventures Inc. prepared by Victor A. Jaramillo, M.Sc. (A), P.Geo. of Discover Geological Consultants Inc.

In August 2006 three samples from the Tajos Cuates vein system were sent to METCON Research Inc. (“METCON”) of Tucson, Arizona cyanidation bottle roll tests to study the impact of sulphurous leach upon silver extraction were performed.

The best results returned total extraction for gold of 96 %, for silver 95.11 % and for manganese 90.64%.

In November 2007 material from the Florida 1,2,3 veins (Florida NW area) was sent to METCON to test for silver recoveries. Results gave 91% recovery rates using an SO₂ pre-wash followed by putting the ore back through the circuit (Rochester News Release, November 2007).

In January 2008, samples taken from the Florida-3 vein (Florida NW area) were sent to METCON . The main objective of this test work was to evaluate the precious metal that could be achieved at a grind size of 92 percent passing 149 microns with and without sulphurous acid pre-treatment. Manganese dissolution kinetics was also investigated. The results obtained are summarized in the following paragraphs: (METCON Report - Project No. M-677- 04, January 31, 2008).

The Florida sample head grade submitted contained:

Sample ID	Total Au	Total Ag	Mn
	(g/t)	(g/t)	(%)
Head	6.06	198.40	0.45
Leach Residue	0.27	114.10	0.44

This metallurgical study was conducted at a grind size of approximately 92 percent passing 100 mesh (149 microns) and 45 percent solids. Three tests were conducted on the sample according to the following schedule. The first test was a control and consisted of straight cyanidation. The second test underwent a sulphurous leach and then removal of manganese by filtration followed by cyanidation. The third test consisted of a sulphurous leach then precipitation of manganese using sodium carbonate followed by cyanidation.

Observations relating to the metallurgical results obtained on the tests conducted on the Florida sample are as follows: (METCON Report - Project No. M-677-04, January 31, 2008).

Gold extraction ranged from 94.59 percent to 95.57 percent. The highest gold extraction was observed on the control test. Silver extraction ranged from 37.49 percent to 81.047 percent. The highest silver extraction of 81.04 percent was observed on the cyanidation test conducted after manganese dissolution using sulphurous acid followed by manganese removal by solids/liquid separation. A silver extraction of 78.39 percent was achieved on the cyanidation test conducted after manganese dissolution using sulphurous acid followed by precipitation of manganese using sodium carbonate.

The metallurgical data developed indicate that either manganese precipitation or manganese removal by solids/liquid separation are feasible processes to prevent manganese from interfering with silver dissolution.

The following conclusions and recommendations were given by METCON:

- Manganese dissolution did not impact the level of gold extraction in the sample studied.
- Manganese dissolution using sulphurous acid enhanced silver extraction on the sample studied.
- METCON recommends conducting mineralogical examinations on each sample to determine the association of silver minerals and manganese contained in the samples studied.

17. Mineral Resource and Mineral Reserve Estimates

At present no 43-101 compliant mineral resources or reserves exist for the Mina Real property.

18. Other Relevant Data and Information

Currently operations at the Mina Real property are for the exploration, identification and processing of mineralized material. Mina Real commissioned a 200 tonne per day cyanidation plant in May 2007 and since that time have been processing material derived from the Mina Real, Santa Fe, San Francisco Properties. The operation has drawn its material from underground operations at the Tajos Cuates mine, the Florida SE mine and the Macedo mine located on the Mina Real property, as well as material from the San Eduardo mine, Lluvia de Oro mine, Cholita mine located on the San Francisco property. Mina Real S.A. has also processed mineralized material from the Florida NW pit on the Mina Real property and surface and trenched material from the Tajitos vein set on the Santa Fe property. **The author cautions readers that Mina Real S.A. has ongoing mineral production without mineral resources and that the production decision was not based on a feasibility study of mineral reserves that has demonstrated technical or economic viability. Therefore, investors should be cautioned there is increased risk of technical and economic failure related to these operations.**

Underground mining methods employed by Mina Real S.A. at the Mina Real and San Francisco Properties consist of mechanical cut and fill mining on vein mineralization utilizing the waste rock as back fill. Ventilation for the mines is natural. The air is supplied from the access tunnel and vertical ventilation raises to either higher levels or surface, no mechanized ventilation systems are employed.

Production drilling is conducted with jackleg drills, mineralized material is then hauled by Scoop trams to storage pads proximal to the mine openings. The rounds are stacked in conical piles recorded and then hauled to the processing facilities by highway approved trucks.

Generally ground conditions in the mines are good. Operations do not employ rock bolting or any other ground support with any regular pattern. In areas that do require ground support shotcrete is the preferred method for control, occasionally split sets are used.

Surface mining methods in the Florida NW pits are open cast terrace mining with excavators stripping away waste material to expose the sub vertical vein mineralization. The excavator mines into the hill side forming a terrace or bench. This material is then extracted stacked and transported to the mill for processing. Waste material is discarded outside of the bench.

Grade control at all operations is difficult to manage because of the inherent dilution of narrow vein mining. Additionally, the veins pinch and swell and have significant variation in grade over relatively short distances. Dilution is also added by unconsolidated waste rock that is used to backfill the stopes and used as a working base for subsequent cuts. Mine geologists also mark higher grade zones directly on the stope walls to guide mining advances. The visibility of the veins and to a lesser extent the higher grade zones help to guide grade control within each stope.

Mina Real S.A. employs 46 people for mining operations at the Mina Real and Santa Fe Properties. At the San Francisco Property the company employs 19 people for mining operations. Mina Real S.A. also utilizes contractors for mining and hauling activities on an “as needed” basis. The number of contractors on site ranges between 98 and 141 per month depending on requirements.

Mina Real S.A. operates a 200 tonne per day Cyanidation plant on the Agua Fria concession. The plant was commissioned in 2007 and up to February 15, 2015 the plant has processed 524,530 tonnes of mineralized material and recovered 35,436 ounces of gold and 1,760,833 ounces of Silver. See table 11 for production history.

Table 11 Production History

	Year ending May 31,2008	Year ending May 31,2009	Year ending May 31,2010	Year ending May 31,2011	Year ending May 31, 2012	Year ending May 31, 2013	Year ending May 31, 2014	3 Quarters ending Feb 28,2015	Totals
Mineralized Material processed	65,377	38,563	60,649	66,179	69,476	68,745	83,112	72,429	524,530
Gold pro- duced ounces	10,585	3,750	2,038	3,169	2,807	2,898	6,276	3,913	35,436
Silver pro- duced ounces	115,520	115,207	338,617	218,520	235,746	305,185	268,115	163,923	1,760,833

The Mina Real S.A. mill presently employs two-stage crushing and single stage ball milling to achieve 80% passing 200 mesh. Leaching is completed in a series of tanks providing 72 hours of leach residence time. The gold silver rich solution is decanted into clarifier butter filters subsequently deoxygenating then adding zinc dust to precipitate gold and silver, the solution is pumped to filter presses to obtain the gold silver precipitate, the leached solids pass through a stirring stage with cyanide to dissolve any remaining gold and silver. The pulp is then backwashed, filtered then these solids are deposited in the dammed tailings area north of the mill..

Mina Real S.A. ships its gold silver precipitate to Metalurgica Met-Mex Penoles S.A. de C.V. refinery complex in the city of Torreon in the neighboring state of Coahuilla. The value of the gold and silver recovered is based on the London Metals Exchange week closing in US dollars per Ounce. The company is charged penalties for impurities and refining charges before final payment.

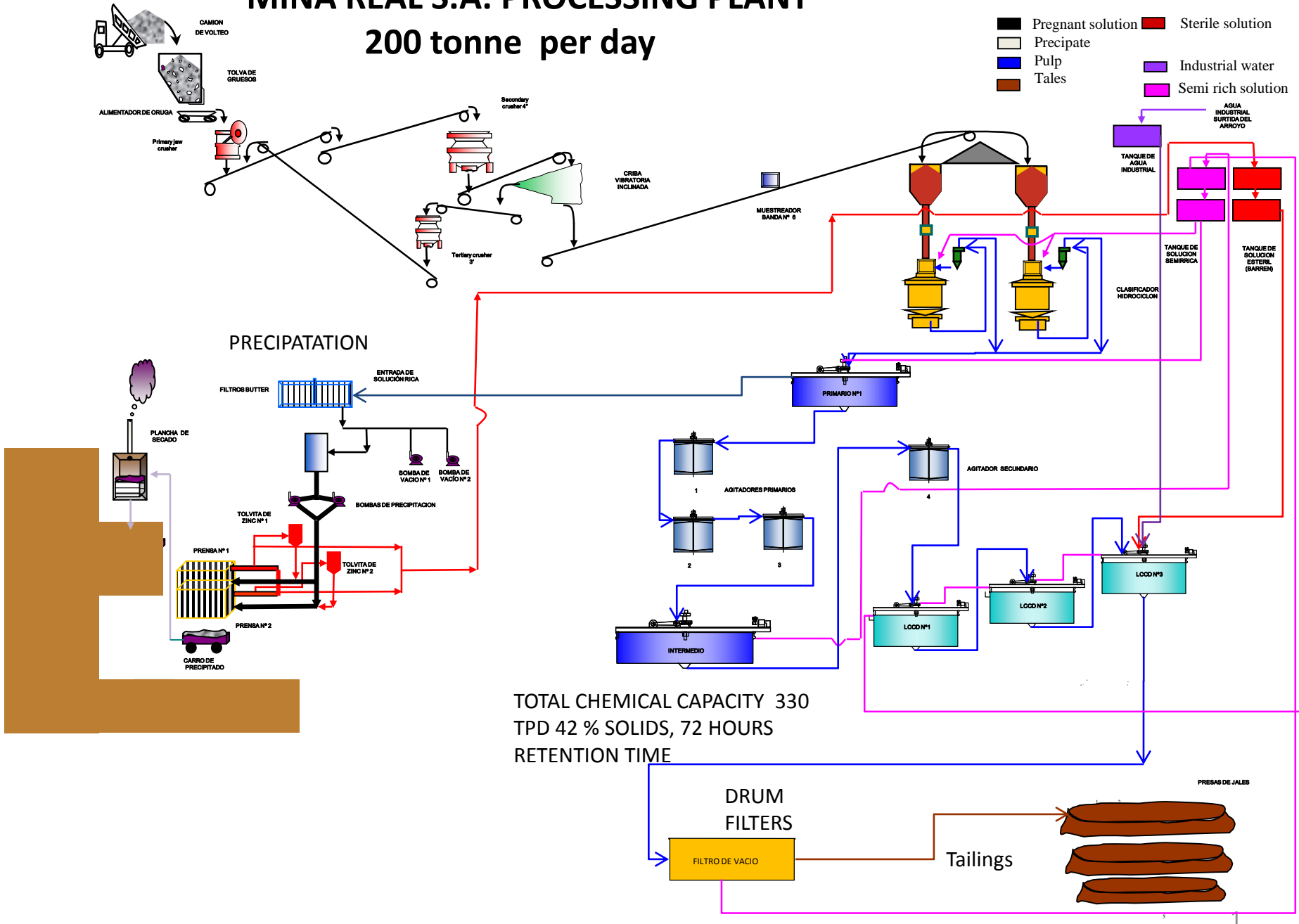
Since 2008 Mina Real S.A. has been moving to improve operations at its processing facility, it has completed construction of a fifth 60 x 12 thickening tank and has installed a 10 x 10 ball mill in an attempt to increase through put capacity to 400 tonnes per day. The commissioning

of the ball mill has not been completed as difficulties with the crown pinion on the apparatus has persisted. Mina Real has also installed furnaces which would allow them to produce dore bars and thus not incur charges for refining there gold and silver product.

MINA REAL S.A. PROCESSING PLANT

200 tonne per day

- Pregnant solution
- Precipitate
- Pulp
- Tales
- Industrial water
- Semi rich solution
- Sterile solution



19. Interpretation and Conclusions

The Mina Real, Santa Fe and San Francisco Properties host an abundance of structurally controlled gold-silver epithermal quartz veins that trend in a northwest to southeast orientation. These veins range in thickness from less than a meter to several meters and have been shown to extend for up to a kilometer from surface trenching and to vertical extents of 300 meters from underground drifting and limited diamond drilling. The nature of veins is to pinch and swell and to truncate and warp within the fault zones. The veins have returned gold and silver assays with samples collected by the author returning over 3000 grams per tonne silver. The focus of Mina Real S.A. has been to identify appropriate material through its underground programs and then extract this material for processing through its cyanidation plant. Mina Real S.A. has been operating in this manner over the past 9 years.

Mina Real S.A. has instituted a systematic exploration approach to delineating the mineralized quartz veins. It has identified and worked to resolve limitations with its processing plant and it has undertaken a program to enhance metal recoveries. Mina Real S.A. also systematically sampled its underground workings and has effectively defined the trend, thickness and gold and silver assay values along the strike of a vein along a particular level. Generally levels are spaced at approximately 30 meters. Mina Real S.A. uses this method to determine its own inhouse estimates for planning and extracting mineralized material. The difficulty comes in translating the exploration data generated by Mina Real S.A. to obtain Resource estimates compliant with the requirements of the CIM and NI43-101. Ultimately, with regards to the underground exploration, in order to create Resource estimates that would comply with the CIM requirements for the veins hosted on the Mina Real property Mina Real S.A. would need to verify the extension of the veins between levels. The spacing of these pierce data points would then allow the appropriate geostatistics to be performed on the veins. The spacing of the pierce points would ultimately determine the category of Resources that could be defined.

19.1 Conclusions

Based on a thorough review of the available data supplemented by a property visit where check samples were collected it is the author's professional opinion that the Mina Real, Santa Fe and San Francisco Properties constitute properties of merit and that Mina Real S.A. should endeavour to make the appropriate adjustments in its exploration programs and activities to enable CIM compliant estimates of Resources to be completed for the properties.

20. Recommendations

In order to advance the properties Mina Real S.A. should undertake a \$450,000.00 program of exploration drifting in order to obtain quartz vein thicknesses and grades and establish levels at the Florida IV on the Mina Real property, the Tajitos and El Lizo veins on the Santa Fe property and the Tajitos South Vein on the San Francisco property. The company should investigate enhancing its program of Quality Assurance and Quality Control and establish its own mineral standards from available onsite extracted mineralized material.

The Recommended Program is budgeted at Canadian \$420,000.00

450 meters of drifting @ \$400.00 per meter	180,000.00
Ananalysis 600 samples at \$50.00 per sample (assumes cost of sample bags and transport)	30,000.00
Senior Geologist 90 days @ 750.00 per day	67,500.00
2 Geotechnicians 90 days @ 250.00 per day	45,000.00
Office administration and logistics 90 days @ \$300.00 per day	27,000.00
Report generation and statistical analysis	20,000.00
Subtotal	369,500.00
Contingency 15%	50,500.00
TOTAL	\$420,000.00

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Premium Exploration Inc., November 17, 2008, Premium Exploration Drills 1.14 g/t Au and 127.4 g/t Ag Over 3.65 m at Nueva Galicia Project, Nayarit, Mexico

22. Date

22.1 Signature Page and Date:

The undersigned prepared this technical report titled “Technical Report on the Geology of the Mina Real, Santa Fe and San Francisco Properties , State of Nayarit, Mexico”

The effective date of this Technical report is 25 August, 2015.

Dated this 25th Day of August 2015

Signed

“SIGNED AND SEALED”

Warren Robb P.Geo.

22.2 CERTIFICATE OF QUALIFIED PERSON:

CERTIFICATE

To accompany the report entitled

“Technical Report on the Geology of the

Mina Real, Santa Fe and San Francisco Properties, State of Nayarit, Mexico”

August 25, 2015

I, WARREN D. ROBB, do hereby certify that:

- a) I am a consulting geologist residing at 21968- 127 Avenue Maple Ridge, B.C. V2X 4P5.
- b) This certificate applies to the technical report titled “Technical Report on the Geology of the Mina Real, Santa Fe and San Francisco Properties” with an effective date of August 25, 2015 (the “Technical Report”).
- c) I graduated from the University of British Columbia with a Bachelor of Science degree in Geological Sciences in 1987, and I have practiced my profession continuously since that time. I have conducted gold exploration programs and property reviews in Canada, Argentina, China and Southern Africa, I worked in the production of diamonds and in the exploration for gold. I have been a member of the Association of Professional Engineers and Geoscientists of British Columbia registration number 19947, since December 1992.
- d) By reason of my education, affiliation with a professional association and past relevant work experience, I fulfill the requirements to be a “qualified person” for the purposes of National Instrument 43-101.
- e) I personally visited the San Francisco property on July 28, 2015 the Mina Real property for one day on July 29, 2015 and the Santa Fe Property for one day July 30, 2015.

-
- f) I am responsible for the preparation of all items of the Technical Report.
- g) I am independent of the issuer Rochester Resources Ltd. applying all tests in section 1.5 of NI 43-101.
- h) I prepared a technical Report entitled “Technical Report On the Geology of the Mina Real Property, State of Nayarit, Mexico” for E Energy Ventures Inc. dated January 20, 2013 and visited the property on November 27, 28, 29, 2012 and had no prior involvement with the claims or concessions that comprise the Mina Real, Santa Fe and San Francisco properties prior to that time.
- i) I have read NI 43-101 and Form 43-101 F1, and the Technical report has been prepared in compliance with that instrument and form.
- j) As of the effective date of the Technical Report, to the best of my knowledge, information and belief the technical report contains all scientific and technical information that is required to be disclosed to make the technical report not misleading.

Dated this 25th Day of August 2015

“SIGNED AND SEALED”

Warren Robb P.Geo

APPENDIX I



Mexican concession boundary monument



Housing and equipment complex at La Estanzuela



Underground surveyor Cholita Mine



Underground sampling Santa Ana mine



Florida NW pit



Florida NW upper bench



Sampling pattern Florida IV mine



Exploration Adit Tajitos vein system Santa Fe Property



Historic workings at Mina Grande El Lizo vein system



New ball Mill