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Dass ALTAS bollan NUNAVUT WATER BOARD NUNAVUT IMALIRIYIN KATIMAYINGI OFFICE DES EAUX DU NUNAVUT

File: 2BE-RBP0608

October 19, 2007

Candace Ramcharan Roche Bay plc. Chandler & Cooper Suite 203, 626 Tumiit Plaza PO Box 2021 Iqlauit NU X0A 0H0

Email: candace@rochebay.com

and.

Advance Explorations Inc 50 Richmond Street East, Suite 300 Toronto, Ontario M5C 1N7

RE: 2BE-RBP0608 Type "B" - Amendment No.2

Dear Ms. Ramcharan:

Please find attached Amendment No.2 to Licence 2BE-RBP0608 Type "B" issued to Roche Bay plc and Advance Explorations Inc., by the Nunavut Water Board (NWB) (Motion 2007-32) pursuant to its authority under Article 13 of the Agreement between the Inuit of the Nunavut Settlement Area and Her Majesty the Queen in Right of Canada and the Nunavut Waters and Nunavut Surface Rights Tribunal Act. The terms and conditions of the original Licence related to water use and waste disposal remain an integral part of this approval.

Attached is the copy of comments from E.C. and INAC with respect to your amendment application. The Board recommends that these comments be considered by Roche Bay plc and Advance Explorations Inc., and that the updated plans are available on site within thirty (30) days of issuance of this amendment.

Sincerely,

Thomas Kabloona

Acting Chief Executive Officer

Enclosure:

Licence No. 2BE-RBP0608 - Amendment No.2

EC & INAC Comments

Ce:	Colette Spagnuolo	INAC	Peter Kusugak	INAC
	Cindy Parker	EC	Tania Gordanier	DFO
	Helen Yeh	GN-	DOE Erin Calder	NWMB
	Salamonie Shoo	QIA	Carson Gillis	NTI
	Jim Rogers	INAC	Andrew Keim	INAC

LICENCE AMENDMENT No. 2

Licensee: Roche Bay plc and Advance Explorations Inc.

Licence No: 2BE-RBP0608 Type "B"

Licence Issued: May 23, 2006

Effective Date of Amendment October 19, 2007

No.2:

Pursuant to its authority under Article 13 of the Agreement between the Inuit of the Nunavut Settlement Area and Her Majesty the Queen in Right of Canada and the Nunavut Waters and the Nunavut Surface Rights Tribunal Act, the Nunavut Water Board hereby grants the following licence amendment.

The Licence issued May 23, 2006 with a licence expiry date of August 31, 2008 shall be amended to include the following terms and conditions, with respect to use of water and deposit of waste during camp and drilling operations, to allow Roche Bay plc and Advance Explorations Inc. for support of exploration drilling activities in the Qikiqtani Region, contained within the general Latitudes 68°15′-68°30′N and longitudes 82°00′-84°00′W.

PART D: CONDITIONS APPLYING TO WATER USE

Amend Item 1

The Licensee shall obtain water for domestic camp use from the lake within close proximity to the camp, up to a maximum of 5 cubic metres per day. Drill water shall be obtained from local water source(s), proximal to the drilling targets as outlined in the application up to a maximum of 195 cubic meters per day. Total water use, for all purposes, shall not exceed 200cubic metres per day.

PART G: CONDITIONS APPLYING TO SPILL CONTINGENCY PLANNING

In addition to the revisions requested within Amendment No.1, issued May 16, 2007, additional revisions shall include the following:

- i. Recommendations within the Env. Can. review of application response letter of August 22, 2007;
- ii. The Inspector should be notified at 867-975-4295 immediately after reporting a spill to the Spill Report Line;
- iii. An updated, revised contact list to include the INAC Manager of Field Operations at 867-975-4295, the Environment Canada, EP 24hr monitored emergency pager at 867-766-3737; and
- iv. The Licensee should consider keeping the contact information more readily accessible within the main document rather than after the Product information section where it might be more easily found.

All remaining terms and conditions of the Licence 2BE-RBP0608 Type 'B" dated May 23, 2006 and the Amendment No. 1, issued May 16, 2007 still apply.

This Licence Amendment issued and recorded at Gjoa Haven, NU on October 19, 2007.

Approved by,

Thomas Kabloona

Acting Chief Executive Officer