

MEMORANDUM OF LEASE AND OPTION AGREEMENT

NOTICE IS HEREBY GIVEN that ROBERT S. HARRIS and JUDY HARRIS, his wife and JON E. SCOTT and CONNIE SCOTT, his wife, all of Carlin, Nevada (hereinafter called "Owners"), and CARLIN GOLD MINING COMPANY, a Delaware corporation authorized to do business in Nevada (hereinafter called "Carlin"), have entered into a Lease and Option Agreement dated February 1, 1980, by the terms of which the parties have agreed as follows:

Subject to the terms and provisions of the above-mentioned Lease and Option Agreement, Carlin has a lease of, and the exclusive option to purchase, those certain unpatented mining claims situated in Eureka County, Nevada, described as follows:

<u>NAME OF CLAIM</u>	<u>RECORDED (OFFICIAL RECORDS, EUREKA COUNTY)</u>		<u>BUREAU OF LAND MANAGEMENT SERIAL NUMBER</u>
	<u>BOOK</u>	<u>PAGE</u>	
Judy # 1	62	419	N MC 15099
Judy # 2	62	420	N MC 15100
VICTORY 1	60	242	N MC 9804
VICTORY 2	60	243	N MC 9805
VICTORY 3	62	522	N MC 18041
VICTORY 4	62	523	N MC 18042
VICTORY 5	62	524	N MC 18043
VICTORY 6	66	231	N MC 135350
VICTORY 7	66	232	N MC 135349
TOUGH LUCK 1	60	259	N MC 9801
TOUGH LUCK 2	60	260	N MC 9802
TOUGH LUCK 3	60	350	N MC 9803

The terms and provisions of said Lease and Option Agreement of February 1, 1980, are hereby incorporated by reference in this Memorandum of Lease and Option Agreement.

IN WITNESS WHEREOF, the parties have executed this
Memorandum of Lease and Option Agreement as of February 1, 1980.

Robert S. Harris
ROBERT S. HARRIS

Judy Harris
JUDY HARRIS

Jon E. Scott
JON E. SCOTT

Connie Scott
CONNIE SCOTT



ATTEST:

Joe H. Flb
Secretary

CARLIN GOLD MINING COMPANY

By [Signature]
Vice President

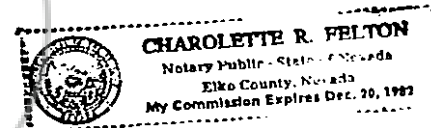
STATE OF NEVADA)
COUNTY OF ELKO) ss.

On February 28, 1980, personally appeared
before me, a Notary Public, ROBERT S. HARRIS, one of the persons
who executed the foregoing instrument, who acknowledged to me that
he executed the above instrument.

Charlotte R. Felton
Notary Public

My Commission Expires:

December 20, 1982



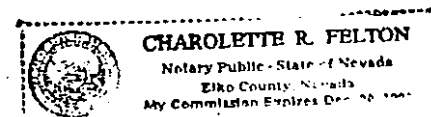
STATE OF NEVADA)
COUNTY OF ELKO) ss.

On February 28, 1980, personally appeared
before me, a Notary Public, JUDY HARRIS, one of the persons who
executed the foregoing instrument, who acknowledged to me that
she executed the above instrument.

Charlotte R. Felton
Notary Public

My Commission Expires:

December 20, 1982



BOOK 79 PAGE 532

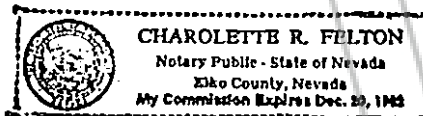
STATE OF NEVADA)
) ss.
COUNTY OF ELKO)

On February 28, 1980, personally appeared before me, a Notary Public, JON E. SCOTT, one of the persons who executed the foregoing instrument, who acknowledged to me that he executed the above instrument.

Charlotte R. Felton
Notary Public

My Commission Expires:

December 20, 1982



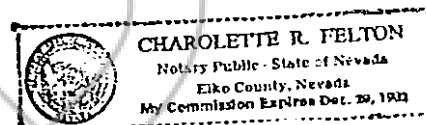
STATE OF NEVADA)
) ss.
COUNTY OF ELKO)

On February 28, 1980, personally appeared before me, a Notary Public, CONNIE SCOTT, one of the persons who executed the foregoing instrument, who acknowledged to me that she executed the above instrument.

Charlotte R. Felton
Notary Public

My Commission Expires:

December 20, 1982



STATE OF New York)
) ss.
COUNTY OF New York)

On March 13, 1980, personally appeared before me, a Notary Public, William A. Humphrey, a duly qualified and acting officer of CARLIN GOLD MINING COMPANY, who acknowledged to me that he executed the above instrument in that capacity.

Camille Russo
Notary Public

My Commission Expires:

3/30/81

CAMILLE RUSSO
NOTARY PUBLIC, State of New York
No. 24-3407816
Qualified in Kings County
Cert. filed in New York County
Commission Expires March 30, 1981



72861

RECORDED AT THE REQUEST OF Newmont Exploration Limited
on March 27, 1980, at 30 mins. past 10 A.M. in
Book 79 of OFFICIAL RECORDS, page 531-533, RECORDS OF
EUREKA COUNTY, NEVADA. WILLIS A. DePAOLI Recorder
File No. 72861 Fee \$ 5.00

BOOK 79 PAGE 533