

MEMORANDUM OF GRUBSTAKE AGREEMENT

NOTICE IS HEREBY GIVEN that LYLE F. CAMPBELL, a single man ("Campbell"), as one party, and AMSELCO MINERALS INC., a Delaware corporation, and OCCIDENTAL MINERALS CORPORATION, a Delaware corporation ("Amsel/Oxymin"), collectively as the other party, have entered into a Grubstake Agreement with an effective date of April 1, 1979 ("Grubstake Agreement").

Under the terms of the Grubstake Agreement, Campbell, in consideration of the grubstake which Amsel/Oxymin has agreed to provide, has agreed to prospect for valuable mineral deposits (except oil, gas, coal, shale oil, geothermal resources, phosphate rock and sulphur) in those portions of the States of California, Nevada, Idaho, Utah, and Oregon which are shown on Exhibit A which is attached hereto and by this reference is made a part hereof (hereinafter "Prospecting Area").

Sections 2.1 and 3.1 of the Grubstake Agreement provide as follows:

"2.1 Except as otherwise herein provided, this Agreement shall be for a term of six (6) months beginning April 1, 1979, and ending September 30, 1979, during which Campbell shall prospect for six (6) calendar months. If at any time or times prior to the end of the term hereof Campbell shall be forced to suspend prospecting due to illness, accident or any other factor or circumstance beyond his reasonable control, Campbell shall promptly give Amsel/Oxymin written notice thereof setting forth the date such suspension commenced. At such time as Campbell is able to resume prospecting hereunder he may do so upon giving

written notice of such resumption to Amsel/Oxymin setting forth the date of such resumption; provided, however, that in all events this Agreement shall terminate on September 30, 1979, even if six (6) months of prospecting have not then been completed hereunder."

"3.1 During the term hereof Campbell shall, diligently and in good faith, prospect for Minerals in the Prospecting Area for the sole and exclusive account of Amsel/Oxymin."

Under the terms of the Grubstake Agreement, Campbell has agreed to present for acceptance by Amsel/Oxymin any Mineral Prospects located by him and, if Amsel/Oxymin shall accept the same, to enter into Mineral Lease and Option to Purchase Agreements, pursuant to which Campbell would grant to Amsel/Oxymin leases of the mining claims representing the Mineral Prospects for a period of twenty (20) years and so long thereafter as there is production of one or more mineral products from the Mineral Prospect, together with the sole, exclusive and irrevocable option to purchase the Mineral Prospect during the same period.

In consideration of the covenants and obligations contained in the Grubstake Agreement, Campbell and Amsel/Oxymin hereby ratify and confirm all of the agreements, covenants and conditions contained in said Grubstake Agreement and incorporate the same herein by this reference.

The respective addresses provided for in said Grubstake Agreement for the giving of notices are:

CAMPBELL: Lyle F. Campbell
P.O. Box 7377
Reno, Nevada 89510

AMSEL/OXYMIN: Amselco Minerals Inc.
90 West Grove Street, Suite 100
Reno, Nevada 89509

With a copy to:

Occidental Minerals Corporation
Irongate Building IV
777 South Wadsworth Boulevard
Lakewood, Colorado 80226

Copies of the Grubstake Agreement are available at the same addresses.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be duly executed with an effective date of April 1, 1979.

Lyle F. Campbell

LYLE F. CAMPBELL

AMSELCO MINERALS INC.

By

Amselco

Attest:

[Signature]

OCCIDENTAL MINERALS CORPORATION

By

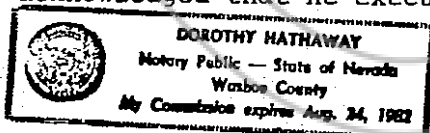
[Signature]

Attest:

Norma D. [Signature]

STATE OF NEVADA)
) ss.
COUNTY OF WASHOE)

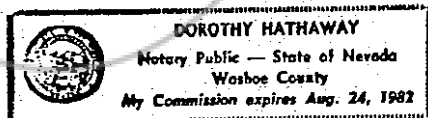
On this 8 day of April, 1979, personally appeared before me, a notary public, LYLE F. CAMPBELL, who acknowledged that he executed the foregoing instrument.



Dorothy Hathaway
Notary Public

STATE OF NEVADA)
) ss.
COUNTY OF WASHOE)

On this 24 day of October, 1979, personally appeared before me, a notary public, C. P. Taylor, the Exploration Manager of AMSELCO MINERALS INC., a Delaware corporation, who acknowledged that he executed the above instrument of behalf of said corporation.



Dorothy Hathaway
Notary Public

STATE OF COLORADO)
) ss.
COUNTY OF JEFFERSON)

The foregoing instrument was acknowledged before me this
9th day of November, 1979, by G.B. Hule,
the Vice President of OCCIDENTAL MINERALS CORPORATION,
a Delaware corporation, on behalf of said corporation.

My commission expires:

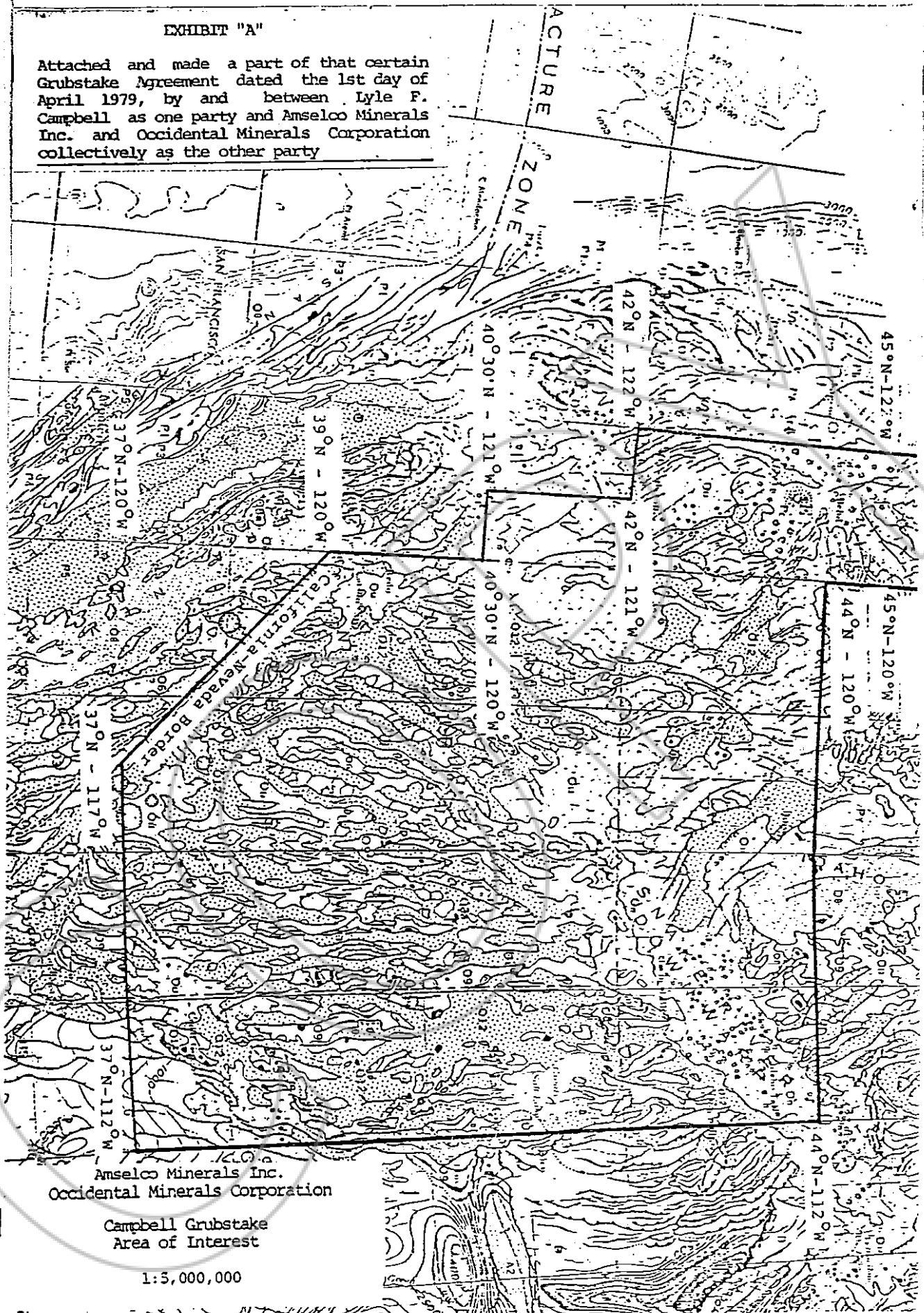
7/23/83

Candace C. Spiller
Notary Public



EXHIBIT "A"

Attached and made a part of that certain Grubstake Agreement dated the 1st day of April 1979, by and between Lyle F. Campbell as one party and Amselco Minerals Inc. and Occidental Minerals Corporation collectively as the other party



Amselco Minerals Inc.
Occidental Minerals Corporation

Campbell Grubstake
Area of Interest

1:5,000,000

RECORDED AT REQUEST OF
American Selco, Inc.
BOOK 80 PAGE 288

80 MAY 6 410:30

OFFICIAL RECORDS
CLERK COUNTY OF NEVADA
WILLIS A. DEPAOLI, RECORDER
FILE NO. _____ FEE \$ 00

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