

MEMORANDUM OF MINING LEASE

THIS MEMORANDUM, dated as of this 20th day of August, 1982, discloses of record that for the term and on the terms and conditions of that certain Mining Lease of even date herewith, the T LAZY S RANCH, a general partnership organized under the laws of the State of California, C/O Thornton Corporation, 523 W. 6th Street, Suite 636 Los Angeles, California 90014, the sole partners of which are CHARLES B. THORNTON, JR., a married man, as his sole and separate property, and WM. LANEY THORNTON, a married man, as his sole and separate property, as to an undivided FORTY-FIVE PERCENT (45%) interest in the mineral rights, referred to as "LESSOR," leased, and does hereby lease, for good and valuable consideration, all of its interest in such mineral rights excepting oil, gas, associated hydrocarbon substances and geothermal resources to CARLIN GOLD MINING COMPANY, a Delaware corporation, the mailing address of which is P.O. Box 979, Carlin, Nevada, 89822, as "LESSEE," in, on or under the real property situated in Eureka County, Nevada, more particularly described as follows:

Township 34 North, Range 51 East, M.D.B.&M.:

Section 35: Lots 1; 2; 4; 5; 7; 8; 9; 10; 11;
E $\frac{1}{2}$ NW $\frac{1}{2}$ SW $\frac{1}{2}$; NE $\frac{1}{2}$ SW $\frac{1}{2}$; NW $\frac{1}{2}$ NE $\frac{1}{2}$; E $\frac{1}{2}$ SW $\frac{1}{2}$ NE $\frac{1}{2}$;
E $\frac{1}{2}$ NE $\frac{1}{2}$ NW $\frac{1}{2}$; NW $\frac{1}{2}$ SE $\frac{1}{2}$
Eureka County, Nevada

RESERVING TO THE LESSOR a non-participating production royalty, and certain rights, all as more particularly described in the Mining Lease.

The term of the Mining Lease is for a period, commencing on the date hereof, ending at midnight (12:00 p.m.) on August 1, 2019, and for so long thereafter as provided under the terms of said Mining Lease, unless sooner terminated, forfeited or surrendered.

All of the terms and conditions of the Mining Lease are incorporated herein and made a part hereof as if set forth in full and the consideration for such is recited therein.

IN WITNESS WHEREOF, the parties hereto have executed

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-1-

BOOK | 04 PAGE 444

this Memorandum of Mining Lease as of the day and year first above written.

LESSOR:

T LAZY S RANCH, a California general partnership

BY:

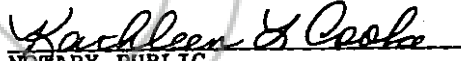

CHARLES B. THORNTON, JR.,
a general partner

BY:


WM. LANEY THORNTON, a
general partner

STATE OF California)
COUNTY OF Los Angeles) SS.


On this 17th day of AUGUST, 1982, personally appeared before me, a notary public, WM. LANEY THORNTON, a general partner of T LAZY S RANCH, who acknowledged to me that he executed the above instrument as a general partner thereof.


NOTARY PUBLIC

My commission expires: 11-22-85

STATE OF California)
COUNTY OF Los Angeles) SS.

On this 17th day of AUGUST, 1982, personally appeared before me, a notary public, CHARLES B. THORNTON, JR., a general partner of T LAZY S RANCH, who acknowledged to me that he executed the above instrument as a general partner thereof.


NOTARY PUBLIC

My commission expires: 11-22-85

-2-

RECORDED AT REQUEST OF
TITLE INSURANCE & TRUST CO.
BOOK 104 PAGE 442

jp
#2088(d) A56
AUG 20 P 4: 21
OFFICIAL RECORDS
SHERIDA COUNTY, NEVADA
WILLIS A. DEVALE RECORDER
FILE NO. 85170
FEE \$ 5.00

BOOK 104 PAGE 445