

August 1, 1983

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AGREEMENT

THIS AGREEMENT is made and entered into as of this 1st day of August, 1983 by and amongst the following parties:

ROYCE A. HARDY and ALICE HARDY PAULSEN ("HARDY");

ERNEST DALE SOULE', SR. (deceased) and ERNEST DALE SOULE', JR. ("SOULE'");

BUCKHORN MINES CO., a Nevada corporation ("BUCKHORN");

HENNES-WESTEX CORPORATION ("HENNES-WESTEX"), formerly WESTEX METALS CORPORATION ("WESTEX"), a Nevada corporation;

BAR RESOURCES INC., a Nevada corporation ("BAR INC.");

BAR RESOURCES, ^{LIMITED} LTD., an Ontario corporation ("BAR LTD.");

EXPLORAM MINERALS LTD., an Alberta corporation ("EXPLORAM");

COMINCO AMERICAN INCORPORATED, a Washington corporation ("COMINCO");

W I T N E S S E T H:

WHEREAS COMINCO has succeeded in interest to certain leases and agreements more fully set forth below that give COMINCO the right to mine and produce precious metals and other minerals from what is known as the Buckhorn Mine in Eureka County, Nevada; and

WHEREAS COMINCO, before expending further monies in developing and producing from the Buckhorn Mine, needs assurances that it is aware of all the leases and agreements affecting the Buckhorn Mine, and that the same are in full force and effect with no defaults known or noticed thereunder;

NOW THEREFORE, for and in consideration of mutual promises, conditions and covenants contained in the leases and agreements set forth below and herein, and in consideration of COMINCO exploring the feasibility of bringing the Buckhorn Mine into production, the parties hereto represent to COMINCO as follows:

1.

HOY & MILLER, CHARTERED
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1. HARDY is the owner, in fee, of FOURTEEN (14) patented mining claims in Eureka County, Nevada (the "Hardy Patented Claims"). By Lease Agreement dated January 4, 1972 (the "Hardy Lease"), HARDY leased the Hardy Patented Claims to William B. Golden ("Golden"), a Memorandum of which was recorded in the Official Records of Eureka County, Nevada on April 20, 1972 in Book 42, at Page 225.

2. By a Contract dated June 22, 1973 ("the Golden Contract"), a Memorandum of which was recorded in the Official Records of Eureka County, Nevada on June 26, 1973, in Book 45, at Page 476, Golden agreed to assign his rights under the Hardy Lease to SOULE', and by the same instrument agreed to convey to SOULE' certain unpatented claims located in Eureka County, Nevada, which claims were originally located and owned by Golden (the "Golden Unpatented Claims"). The Golden Contract provides for the sale of Golden's interest thereunder in the Hardy Lease and the Golden Unpatented Claims, and as of the date hereof, the sale price has been paid in full.

3. On or before May 5, 1976, SOULE' transferred all of their right, title and interest in the Golden Contract to BUCKHORN.

4. By an Agreement dated May 5, 1976, BUCKHORN subleased the Hardy Patented Claims and the Golden Unpatented Claims, and by the same instrument leased SIX (6) patented claims then owned by BUCKHORN ("Buckhorn Patented Claims"), and unpatented claims located by BUCKHORN subsequent to the execution of the Golden Contract ("Buckhorn Unpatented Claims"), to WESTEX.

5. BUCKHORN, WESTEX and BAR INC. then entered into a Joint Venture Agreement. As a result of the joint venture, the Buckhorn-Westex Agreement of May 5, 1976 was

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suspended and superceded by an Agreement between BUCKHORN and WESTEX dated April, 1978 (the "Buckhorn-Westex Agreement").

6. By a Mining Lease dated January 15, 1979, BUCKHORN and HENNES-WESTEX, a successor to WESTEX, subleased their interests in the Hardy Patented Claims, the Golden Unpatented Claims, and any and all other mining claims which BUCKHORN and WESTEX then had or that will be located in the area of interest to BAR INC.

7. By Agreement dated December 6, 1979 (the "Bar-Bethlehem Agreement"), BAR INC. and its parent company, BAR LTD., subleased their interests in Hardy Patented Claims, the Golden Unpatented Claims, the Buckhorn Patented Claims and the Buckhorn Unpatented Claims, and also leased the Buckaroo Unpatented Claims, to Bethlehem Copper Corporation ("Bethlehem"), a corporation organized under the Canada Business Corporations Act. The named claims, together with such additional claims, are hereinafter referred to collectively as the "Mining Properties".

8. The December 6, 1979 Bar-Bethlehem Agreement was amended by a Memorandum of Agreement dated June 30, 1980. This Memorandum of Agreement modified the distribution of proceeds between BAR LTD. and Bethlehem that was provided for by the December 6, 1979 Agreement.

9. By verbal agreement between Bethlehem and EXPLORAM, subsequently described and ratified in the Agreement referred to in Paragraph 10 below, EXPLORAM participated in exploration work on the Mining Properties under an arrangement whereby EXPLORAM earned a TWENTY-FIVE PERCENT (25%) interest in the rights to the Mining Properties held by Bethlehem.

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10. By Agreement dated April 19, 1982 ("Tentative Bar-Bethlehem Agreement"), BAR INC., BAR LTD., Bethlehem and EXPLORAM entered into an Agreement modifying ~~and superseding~~ the agreements described in Paragraphs 7, 8 and 9 above. Under the Tentative Bar-Bethlehem Agreement, BAR LTD. agreed to reduce its net ^{proceeds} ~~profits~~ interest under the December 6, 1979 Bar-Bethlehem Agreement to TWENTY PERCENT (20%).

11. Tessik Minerals Ltd., a corporation incorporated under the Canada Business Corporation Act ("Tessik"), has succeeded to Bethlehem's interest in the Mining Properties, and in the December 6, 1979 Bar-Bethlehem Agreement, as amended, by reason of an Assumption Agreement dated December 1, 1982.

12. By an Assignment Agreement dated May 26, 1983, Tessik assigned all of its assets, including all of its interests in any and all United States real and personal property, to Cominco Limited, a corporation incorporated under the Canada Business Corporation Act.

13. By an Agreement dated May 26, 1983 Cominco Limited agreed to sell and convey to COMINCO all of the interest in any and all real and personal property it received from Tessik as a result of the Assignment identified in Paragraph 12.

That each of the undersigned declares that to the extent it has an interest in any of the aforementioned documents that said documents are in full force and effect, that no default exists thereunder, and that if any default currently exists or has occurred prior to the date of this Agreement under the terms of any such document, the undersigned hereby waive said default and any recourse it may have arising from such default. Each of the undersigned further declares that to their information and knowledge the parties hereto, and the documents recited herein,

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are the only parties and documents pertinent to the aforesaid Mining Properties.

This document may be executed in counterparts, and each counterpart shall be as binding upon the signer thereof as if the original of this document was signed by all parties. This document may be relied upon by COMINCO as the representations of those parties executing the same even if such document should not be executed by all of the parties having an interest in the agreements referenced herein.

Any party hereto may record this Agreement in the Official Records of Eureka County, Nevada.

HARDY:

ROYCE A. HARDY

ALICE HARDY PAULSEN

SOULE':

ERNEST DALE SOULE', SR.
(deceased)

BY:

AUDREY SOULE', Executrix

ERNEST DALE SOULE', JR.

BUCKHORN:

BUCKHORN MINES CO., a Nevada
corporation

BY: _____

TITLE: _____

5.

HOY & MILLER, CHARTERED
ATTORNEYS AT LAW
RENO AND ELKO, NEVADA

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HENNES-WESTEX:

HENNES-WESTEX CORPORATION,
formerly WESTEX METAL
CORPORATION, a Nevada
corporation

BY: _____

TITLE: _____

BAR INC.:

BAR RESOURCES INC., a Nevada
corporation

SEAL
Affixed

BY: _____

TITLE: _____

BAR LTD.:

BAR RESOURCES ~~LTD.~~ ^{LIMITED}, an
Ontario corporation

SEAL
Affixed

BY: _____

TITLE: Chairman

EXPLORAM:

EXPLORAM MINERALS LTD., an
Alberta corporation

BY: _____

TITLE: _____

COMINCO:

COMINCO AMERICAN INCORPORATED,
a Washington corporation

BY: _____

TITLE: Vice President,
Mining and Exploration Division

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STATE OF _____)
COUNTY OF _____) SS.

On _____, 1983, personally appeared before me, a Notary Public, ROYCE A. HARDY, known to me to be the person whose name is subscribed above, who acknowledged to me that he executed the foregoing instrument.

NOTARY PUBLIC

STATE OF _____)
COUNTY OF _____) SS.

On _____, 1983, personally appeared before me, a Notary Public, ALICE HARDY PAULSEN, known to me to be the person whose name is subscribed above, who acknowledged to me that she executed the foregoing instrument.

NOTARY PUBLIC

STATE OF _____)
COUNTY OF _____) SS.

On _____, 1983, personally appeared before me, a Notary Public, AUDREY SOULE', as Executrix for ERNEST DALE SOULE', deceased, known to me to be the person whose name is subscribed above, who acknowledged to me that she executed the foregoing instrument in that capacity.

NOTARY PUBLIC

STATE OF _____)
COUNTY OF _____) SS.

On _____, 1983, personally appeared before me, a Notary Public, ERNEST DALE SOULE', known to me to be the person whose name is subscribed above, who acknowledged to me that he executed the foregoing instrument.

NOTARY PUBLIC

August 1, 1983

STATE OF _____)
COUNTY OF _____) SS.


On _____, 1983, personally appeared
before me, a Notary Public, _____, known to me to
be the person whose name is subscribed above, a duly qualified
and acting officer of BUCKHORN MINES COMPANY, who acknowledged to
me that he executed the foregoing instrument in that capacity.

NOTARY PUBLIC

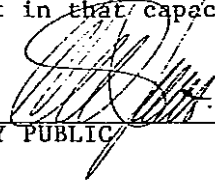
STATE OF _____)
COUNTY OF _____) SS.

On _____, 1983, personally appeared
before me, a Notary Public, _____, known to me to
be the person whose name is subscribed above, a duly qualified
and acting officer of HENNES-WESTEX CORPORATION, who acknowledged
to me that he executed the foregoing instrument in that capacity.


NOTARY PUBLIC

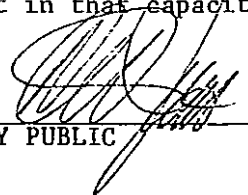
 PROVINCE ✓
STATE OF BRITISH COLUMBIA)
COUNTY OF VANCOUVER) SS.

On September 27, 1983, personally appeared
before me, a Notary Public, EVAN A. KOBLANSKI, known to me to
be the person whose name is subscribed above, a duly qualified
and acting officer of BAR RESOURCES INC., who acknowledged to me
that he executed the foregoing instrument in that capacity.


NOTARY PUBLIC

 PROVINCE ✓
STATE OF BRITISH COLUMBIA)
COUNTY OF VANCOUVER) SS.

On September 27, 1983, personally appeared
before me, a Notary Public, EVAN A. KOBLANSKI, known to me to
be the person whose name is subscribed above, a duly qualified
and acting officer of BAR RESOURCES ~~LTD.~~ ^{INC.}, who acknowledged to me
that he executed the foregoing instrument in that capacity. 


NOTARY PUBLIC

August 1, 1983

STATE OF _____)
COUNTY OF _____) SS.

On _____, 1983, personally appeared
before me, a Notary Public, _____, known to me to
be the person whose name is subscribed above, a duly qualified
and acting officer of EXPLORAM MINERALS LTD., who acknowledged to
me that he executed the foregoing instrument in that capacity.

NOTARY PUBLIC

STATE OF Washington)
COUNTY OF Spokane) SS.

On October 6, 1983, personally appeared
before me, a Notary Public, George D. I. Kkanaw, known to me to
be the person whose name is subscribed above, a duly qualified
and acting officer of COMINCO AMERICAN INCORPORATED, who
acknowledged to me that he executed the foregoing instrument in
that capacity.

Donald Miller
NOTARY PUBLIC

SEAL
Affixed

RECORDED AT REQUEST OF
Hoy & Miller, Chtd
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OFFICIAL RECORDS
EUREKA COUNTY, NEVADA
J.M. REBALEATI, RECORDER
FILE NO. 89829
FEE \$ 13.00

9.

HOY & MILLER, CHARTERED
ATTORNEYS AT LAW
RENO AND ELKO, NEVADA

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