

SUPPLEMENTAL ROYALTY DEED

THIS SUPPLEMENTAL ROYALTY DEED is made as of the 24th day of May 1984, from Windfall Venture, a Colorado General Partnership composed of William L. Wilson, Terrance Farina, as personal Representative of the Estate of William E. Foster, Kenneth E. Johnson, Chan Edmonds and Robert G. Wilson with principal offices in Grand Junction, Colorado (the "Grantor") to Jo Ann K. Wilson residing in Reno, Nevada and W. L. Wilson and Joan Wilson, each residing in Grand Junction, Colorado (the "Grantees").

The Grantor, for and in consideration of Ten Dollars (\$10.00) and other valuable consideration, the receipt and sufficiency of which is hereby acknowledged, hereby bargains, sells and conveys to the Grantees, their legal representatives, heirs and assigns, a perpetual overriding royalty interest, as specified below, in and to those certain unpatented lode mining claims (the "Mining Claims"), situated in the Eureka Mining District in Eureka County, Nevada, the names of which, together with the book and page of the location certificates thereof duly recorded in the office of the Recorder of said Eureka County are, respectively, as follows:

CLAIM NAME:	BLM #	PAGE:
SADIE 9	NMC 288379	117 O. R. 017
SADIE 10	NMC 288380	117 O. R. 018
SADIE 11	NMC 288381	117 O. R. 019
SADIE 12	NMC 288382	117 O. R. 020
SADIE 18	NMC 288383	117 O. R. 021
SADIE 19	NMC 288384	117 O. R. 022
J-85	NMC 288385	117 O. R. 023
J-86	NMC 288386	117 O. R. 024
J-87	NMC 288387	117 O. R. 025
J-88	NMC 288388	117 O. R. 026
J-103	NMC 288389	117 O. R. 027
J-104	NMC 288390	117 O. R. 028
J-105	NMC 288391	117 O. R. 029
J-106	NMC 288392	117 O. R. 030
J-107	NMC 288393	117 O. R. 031
J-108	NMC 288394	117 O. R. 032
J-109	NMC 288395	117 O. R. 033
J-110	NMC 288396	117 O. R. 034
J-111	NMC 288397	117 O. R. 035
J-112	NMC 288398	117 O. R. 036
J-113	NMC 288399	117 O. R. 037
J-114	NMC 288400	117 O. R. 038
J-115	NMC 288401	117 O. R. 039
J-116	NMC 288402	117 O. R. 040
J-117	NMC 288403	117 O. R. 041
J-118	NMC 288404	117 O. R. 042
J-119	NMC 288405	117 O. R. 043
J-120	NMC 288406	117 O. R. 044
J-121	NMC 288407	117 O. R. 045
J-122	NMC 288408	117 O. R. 046
J-123	NMC 288409	117 O. R. 047
J-124	NMC 288410	117 O. R. 048
J-125	NMC 288411	117 O. R. 049
J-126	NMC 288412	117 O. R. 050
J-127	NMC 288413	117 O. R. 051
J-128	NMC 288414	117 O. R. 052
J-129	NMC 288415	117 O. R. 053
J-130	NMC 288416	117 O. R. 054
J-145	NMC 288417	117 O. R. 055
J-146	NMC 288418	117 O. R. 056
J-147	NMC 288419	117 O. R. 057
J-148	NMC 288420	117 O. R. 058
J-149	NMC 288421	117 O. R. 059
J-150	NMC 288422	117 O. R. 060
J-151	NMC 288423	117 O. R. 061
J-152	NMC 288424	117 O. R. 062

J-161	NMC 288425	117 O. R.	063
J-162	NMC 288426	117 O. R.	064
J-163	NMC 288427	117 O. R.	065
J-164	NMC 288428	117 O. R.	066
J-165	NMC 288429	117 O. R.	067
J-166	NMC 288430	117 O. R.	068
J-167	NMC 288431	117 O. R.	069
J-168	NMC 288432	117 O. R.	070
J-169	NMC 288433	117 O. R.	071
J-170	NMC 288434	117 O. R.	072
J-171	NMC 288435	117 O. R.	073
J-172	NMC 288436	117 O. R.	074
J-173	NMC 288437	117 O. R.	075
J-174	NMC 288438	117 O. R.	076
J-175	NMC 288439	117 O. R.	077
J-176	NMC 288440	117 O. R.	078
J-177	NMC 288441	117 O. R.	079
J-178	NMC 288442	117 O. R.	080
H 8	NMC 290743	118 O. R.	133
H 9	NMC 290744	118 O. R.	134
H 10	NMC 290745	118 O. R.	135
H 11	NMC 290746	118 O. R.	136
H 12	NMC 290747	118 O. R.	137
H 13	NMC 290748	118 O. R.	138
H 14	NMC 290749	118 O. R.	139
H 15	NMC 290750	118 O. R.	140
H 16	NMC 290751	118 O. R.	141
H 17	NMC 290752	118 O. R.	142

The overriding royalty interest hereby conveyed to Grantees is as follows:

(a) Gold and/or Silver. Two percent (2%) of any gold or silver derived from the mining claims whether produced by in situ or solution mining or by mining of ores and the extraction of gold or silver by means of heap or vat leaching or by milling or other extraction methods. Grantees shall be entitled to receive two percent (2%) of the gold or silver produced from the Mining Claims and to receive such overriding royalty in kind. By "in kind" is meant the dore' bullion containing gold and silver extracted from the Mining Claims or ores mined therefrom. Each of the individual Grantees shall have the election to receive his or her share of the gold and silver overriding royalty herein granted and conveyed either "in kind", as above defined, or to receive his or her share of the proceeds received from the sale of gold or silver by the purchaser. If the purchaser makes a charge or deduction for refining or for penalties, then Grantor may deduct two percent (2%) of such charges or deductions from the amounts to be paid Grantees hereunder.

(b) Ores or Concentrates Sold to Smelter. In respect to ores produced from the Mining Claims sold to a smelter and/or concentrate derived from ores produced from the Mining Claims (Other than ores principally valuable for the uranium and/or vanadium content thereof) Grantees shall receive two percent (2%) of the Net Smelter Returns received from ores or concentrates derived therefrom. By the term "Net Smelter Returns" is meant the amount received from a Smelter for ores (or concentrates derived therefrom) mined and sold from the Mining Claims less (i) the costs of surface transportation of the ores from the Mining Claims (in the case of ores sold in the crude state) or of the concentrates from the mill (in the case of the sale of concentrate derived from such ores) to the smelter, to the extent that such costs are paid by Grantor, (ii) the costs of smelting such ores or concentrates if paid by Grantor and (iii) any metallurgical penalties, surcharges or other charges made or imposed by the smelter to the extent the same are paid by Grantor.

(c) Uranium and/or Vanadium Ores. Two percent (2%) of the "Net Sales Price" received by the Grantor from the sale of all

ores principally valuable for uranium and/or vanadium which are mined and sold from the Mining Claims, if ores are sold in the crude state in an arms-length sale. "Net Sales Price" shall mean the full amounts received from the sale of such ores less the costs of surface transportation of such ores from the Mining Claims to the point of sale. If such ores are concentrated by Grantor, either in its own facilities or by means of tolling arrangements, or if such ores are sold other than as a result of an arms-length transaction, then the term "Net Sales Price" shall mean the prevailing price paid at the time such ore is mined for ores of like grade and metallurgical characteristics f.o.b. the Mining Claims by other purchasers of uranium and/or vanadium ores.

(d) Other Mineral Substances and Ores. If Grantor should produce and sell any minerals, substances or ores from the Mining Claims, other than those encompassed within the provisions of sub-paragraphs (a) through (c) above, Grantees shall receive two percent (2%) of the proceeds received for such substances after deducting the costs of the transportation thereof from the Mining Claims to the point of sale.

Grantees shall have the right to be supplied with duplicate settlement sheets from any refinery, mill, smelter or other purchaser of ores, minerals or other substances produced or derived from the Mining Claims and sold. In addition, Grantees shall have the right to have the refiner or other buyer to which gold or silver produced from the Mining Claims is shipped divide the overriding royalty shares of the Grantees in kind and supply Grantees' shares thereof directly to the Grantees, or, at Grantees' election, to sell Grantees' shares for the account of the Grantees and to settle directly with Grantees for such sales. Grantees shall have the right at any time or from time to time to have their share of overriding royalty, herein granted and conveyed, paid directly to them by any mill, smelter or other purchaser of ores, minerals or other substances produced and sold from the Mining Claims.

Nothing herein contained shall create any implied covenant on the part of the Grantor to explore, develop or mine the Mining Claims. If Grantor should elect to cease the performance of annual assessment work with respect to any of the Mining Claims, it shall quit claim its title and interest in the Mining Claims with respect to which Grantor does not intend to perform assessment work to Grantees at least sixty (60) days prior to the date that such assessment work is due.

The conveyance of the overriding royalty granted by this Deed shall attach to any right and title in the Mining Claims which Grantor may presently possess and which Grantor may hereafter acquire. The said overriding royalty herein conveyed shall attach and pertain to the Mining Claims above described and/or any amended locations or relocations thereof. Grantor warrants its title to the Mining Claims as against, but only as against, any persons lawfully claiming any of said Mining Claims or any interests therein by, through or under Grantor.

The respective percentage interests of the individuals forming the Grantees in and to the overriding royalty herein conveyed are as follows:

<u>Name of Grantee</u>	<u>Share of Total Royalty Granted</u>	<u>Net Amount of Royalty Granted</u>
JoAnn K. Wilson	50%	1.00%
W. L. Wilson	25%	0.50%
Joan Wilson	25%	0.50%
Totals	100%	2.0%

This Supplemental Royalty Deed is made pursuant to the area of interest provision contained in that certain Royalty Deed dated September 15, 1979 and recorded in Book 75 of Official Records at Page 86 in the Office of the Recorder of Eureka County, Nevada.

This Deed shall be binding upon Grantor, its successors and assigns and share inure to the benefit of Grantees, their respective legal representatives, heirs and assigns.

EXECUTED the day and year first above written.

WINDFALL VENTURE

BY William L. Wilson

William L. Wilson
Managing Partner

STATE OF COLORADO)
) SS.
COUNTY OF MESA)

On the 24th day of May, 1984, personally appeared before me WILLIAM L. WILSON, who being by me duly sworn, says that he is the Managing Partner of Windfall Venture and that the above instrument was signed on behalf of said partnership and the said WILLIAM L. WILSON acknowledged to me that said Partnership executed the same.



Mary Ann Grant
Notary Public
618 Cis Mar St
Grand Junction, Co

My Commission Expires:
MY COMMISSION EXPIRES SEPTEMBER 13, 1987

RECORDED AT REQUEST OF
William L. Wilson
BOOK 123 PAGE 262

24 JUN 1984 10:34

OFFICIAL RECORDS
EUREKA COUNTY, NEVADA
M.N. REDELEATH, RECORDER
FILE NO. 93517
FFS \$ 8.00