

100967

EXHIBIT "D"

MEMORANDUM OF AGREEMENT

1. This is a Memorandum of that Exploration Agreement entered into the <sup>7<sup>th</sup></sup> day of October, 1985, by and between Edward L. Devenyns, a single man, 690 E. Patriot, Suite 272, Reno, Nevada 89511, and David R. Ernst, a single man, 1000 E. Beck, No. 254, Reno, Nevada 89509 (hereinafter referred to as "LESSOR") and MERIDIAN MINERALS COMPANY, a Montana corporation, of 5613 DTC Parkway, Englewood, CO 80111 (hereinafter referred to as "MERIDIAN").
2. The real property affected by the Agreement is situated in Eureka County, Nevada and is more particularly described in Exhibit "A" attached hereto.
3. LESSOR has granted to MERIDIAN, and its agents the right to explore the Premises for Minerals occurring on the Premises for a term of one year together with an Option to Lease the Premises for a term of ten years and so long thereafter as minerals are continuously produced said option to be exercisable at any time while the Exploration Agreement is in effect.
4. This Memorandum has been executed and filed for the purpose of notice only and will neither enlarge nor diminish the rights or obligations of the parties to the Agreement.

IN WITNESS WHEREOF, this Memorandum has been executed on the 7<sup>th</sup> day of October, 1985.

By

Edward L. Devenyns  
Edward L. Devenyns

By

David R. Ernst  
David R. Ernst BY ATTORNEY IN  
FACT EDWARD L. DEVENYNS

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SEAL  
Affixed

ATTEST:

MERIDIAN MINERALS COMPANY

James E. Koot  
Asst. Secretary

By [Signature]  
Its President

STATE OF NEVADA

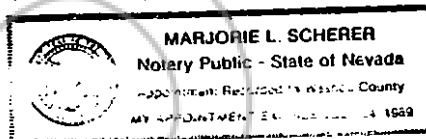
COUNTY OF <sup>ss.</sup> Washoe

On October 7, 1985, before me, a notary public, personally appeared Edward L. Devenish, who acknowledged to me that he executed the above instrument.

Marjorie L. Scherer  
Notary Public

My commission expires:

July 24, 1985



STATE OF NEVADA

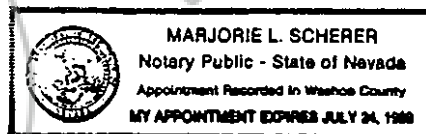
COUNTY OF <sup>ss.</sup> Washoe

On October 7, 1985, before me, a notary public, personally appeared Edward L. Devenish attorney in, who acknowledged to me that he executed the above instrument for David L. Ernst

Marjorie L. Scherer  
Notary Public

My commission expires:

July 24, 1985



STATE OF COLORADO )  
 ) ss.  
COUNTY OF ARAPAHOE )

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of October, 19 85 by G.W. Thompson as President of Meridian Minerals, a corporation.  
WITNESS my hand and official seal.

Notary Public Frank A. Kern  
Company

Business Address:  
5613 DTC Parkway  
Englewood, CO 80111

My commission expires:  
7-30-88



EXHIBIT "A"  
TO  
MEMORANDUM OF AGREEMENT

PREMISES

The following unpatented mining claims located in Township 23N, Range 49E; Township 23N, Range 50E; Township 23 1/2 N, Range 50E; and Township 23 1/2 N, Range 49E; Eureka County, Nevada to wit:

County Recording  
Information

Claim Name And Number	Date Of Location	Book	Page	BLM Number
ICE 1-16	6-4-85	136	441-456	342174-342189
ICE 17-22	5-17-85	136	457-462	342190-342195
ICE 23-32	6-6-85	136	463-472	342196-342205
ICE 33-46	5-18-85	136	473-486	342206-342219
ICE 47	6-4-85	136	487	342220
ICE 48-49	5-18-85	136	488-489	342221-342222
ICE 50	6-26-85	136	490	342223
ICE 51-63	5-19-85	136	491-503	342224-342236
ICE 64-74	6-2-85	136	504-514	342237-342247
ICE 75	6-1-85	136	515	342248
ICE 76	6-2-85	136	516	342249
ICE 77-80	6-1-85	136	517-520	342250-342253
ICE 81-82	6-6-85	136	521-522	342254-342255
ICE 83-106	6-18-85	136	523-546	342256-342279
ICE 107-122	6-19-85	136	547-562	342280-342295
ICE 123-134	6-18-85	136	563-574	342296-342307
ICE 135-139	6-20-85	136	575-579	342308-342312
ICE 140-141	6-26-85	136	580-581	342313-342314

Containing 2800 acres more or less.

RECORDED AT REQUEST OF  
Meridian Mining Co.  
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OFFICIAL RECORDS  
EUREKA COUNTY, NEVADA  
M.M. REBALLATI, RECORDER  
FILE NO. 100967  
FEE \$ 2.00

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