

116089

MEMORANDUM OF AGREEMENT

THIS MEMORANDUM OF AGREEMENT, made and entered into as of the 28<sup>th</sup> day of January, 1988, by and between ARISTA GOLD AND SILVER, INC., a Colorado Corporation, hereinafter referred to as "Arista", and GOLDEN REEF MINING CO., a Nevada Corporation, hereinafter referred to as "Golden Reef";

W I T N E S S E T H:

That the parties hereto have entered into a certain Sub-Lease and Mining Agreement dated January 28<sup>th</sup>, 1988, hereinafter referred to as "Unrecorded Agreement", wherein Arista has sub-leased and assigned to Golden Reef those certain unpatented lode mining claims and other property situate in the Roberts Mining District of the County of Eureka, State of Nevada, which mining claims and property are more particularly described in Exhibits "A", "B" and "C" attached hereto and by this reference incorporated herein as if fully set forth herein; which Unrecorded Agreement gives and grants to Golden Reef the right to explore, develop and extract minerals from said claims and the right to exercise the option to purchase said claims and mining property, all on the specific terms, conditions, royalties and agreements set forth in the said Unrecorded Agreement, to which reference is hereby made for particulars.

Nothing herein contained shall modify or supersede the Unrecorded Agreement, and the Unrecorded Agreement shall remain in full force and effect in accordance with the provisions hereof.

IN WITNESS WHEREOF, the parties hereto have executed this Memorandum of Agreement as of the day and year first above written.

-1-

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ATTORNEY AT LAW  
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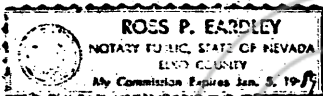
ARISTA GOLD AND SILVER, INC.  
A Colorado Corporation

GOLDEN REEF MINING CO.  
A Nevada Corporation

By [Signature] [Signature]

STATE OF )  
COUNTY OF ) SS.

On this 28th day of January, 1988, personally appeared before me, a notary public, J. K. Zerwick, known to me to be the President of ARISTA GOLD AND SILVER, INC., A Colorado Corporation, who acknowledged that he executed the above instrument.



[Signature]  
NOTARY PUBLIC

PROVINCE OF BRITISH )  
COLUMBIA; ) SS.  
COUNTY OF VANCOUVER )

On this 2nd day of February, 1988, personally appeared before me, a notary public, Louis Wolfen, known to me to be the President of GOLDEN REEF MINING CO., A Nevada Corporation, who acknowledged that he executed the above instrument.

[Signature]  
NOTARY PUBLIC  
My commission does not expire.



EXHIBIT "A"

The following lode mining claims located in Township 24 North, Range 48 East, MDB&M., in the Roberts Mining District in Eureka County, Nevada:

<u>Claim Name</u>	<u>Eureka Co., Nevada Recorder's Office Book</u>	<u>Page</u>	<u>(NMC) BLM Serial No.</u>
K 1-6	89	176-181	145659-145664
Z 1-38	87	515-552	167426-167463

EXHIBIT "B"

The following lode mining claims are located in Sections 22, 26 and 27, Township 24 North, Range 48 East, MDB&M., in the Roberts Mining District in Eureka County, Nevada, and a map showing said claims has been filed as document No. 55937 in the Eureka County records:

Claim Name

BLM Number

Sidney  
Sidney #1  
Sidney #2  
Sidney #3  
Sidney #4  
O'Dair Extension

NMC 115754  
NMC 115755  
NMC 115756  
NMC 115757  
NMC 115758  
NMC 115760

RECORDED AT THE REQUEST OF  
Jess P. Eardley  
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EXHIBIT "C"

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OFFICIAL RECORDS  
 EUREKA COUNTY, NEVADA  
 116088  
 9.00

The following lode mining claims located in Township 24 North, Range 48 East, MDB&M., in the Roberts Mining District in Eureka County, Nevada:

		Eureka Co., Nevada Recorder's Office		
Claim Name	Book	Page	(NMC) BLM Serial No.	
West 1	79	315	NMC 144234	
West 2	79	316	NMC 144235	
West 3	79	317	NMC 144236	
West 4	79	318	NMC 144237	
West 5	79	319	NMC 144238	
West 6	79	320	NMC 144239	
West 7	18	145	NMC 144520	
West 8	18	147	NMC 144521	
West 9	18	149	NMC 144522	
West 10	18	151	NMC 144523	
West 11	18	153	NMC 144524	
West 12	34	150	NMC 144525	
West 14	39	420	NMC 144526	
Key R. U.	11	92	NMC 87527	
O'Dair 1	79	326	NMC 144240	
O'Dair 2	79	321	NMC 144241	
O'Dair 3	79	322	NMC 144242	
O'Dair 4	79	323	NMC 144243	
R & E #1	79	324	NMC 144244	
R & E #2	11	90	NMC 87531	
R & E #3	79	325	NMC 144245	
Keystone Ext.	33	144	NMC 87530	
North Key	11	88	NMC 87529	
Key #2	25	257	NMC 87528	
Hope #1	42	465	NMC 104117	
Hope #2	42	466	NMC 104118	
Hope #3	42	467	NMC 104119	
Hope #4	47	192	NMC 104120	
Hope #5	47	193	NMC 104121	
Hope #6	47	194	NMC 104122	
Hope #7	47	195	NMC 104123	
Hope #8	47	196	NMC 104124	
Hope #9	47	197	NMC 104125	
Hope #10	47	198	NMC 104126	
Hope #11	47	199	NMC 104127	
Hope #12	47	200	NMC 104128	
Claim Name	U.S. Patent No.	Mineral Survey	Book	Page
Keystone Lode	3816	MS340	10	483
O'Dair Lode	3896	MS306	10	483