

MEMORANDUM OF MINERAL LEASE AGREEMENT WITH OPTION TO PURCHASE

NOTICE IS HEREBY GIVEN that H. WALTER SCHULL and MIMI SCHULL, husband and wife, whose address is 901 Walker Avenue, Reno, Nevada 89509 (therein and hereinafter referred to as LESSOR), and FISCHER-WATT GOLD COMPANY, INC., whose address is 340 Freeport Blvd. #3, Sparks, Nevada 89431, (therein and hereinafter referred to as LESSEE) have entered into a Mineral Lease Agreement with Option to Purchase ("Agreement") effective as of the 14th day of April, 1988 with respect to the real property described in Exhibit A attached hereto and by this reference made a part hereof and which real property is therein and hereinafter referred to as the "Premises".

Under the terms of the Agreement, LESSOR has granted, demised, leased and let the Premises exclusively unto LESSEE and its successors and assigns, including all mineral rights and water rights, for the purposes of exploration, development and mining of ores, minerals and materials.

In addition, LESSOR has granted and hereby grants to LESSEE for the entire term of the Agreement, the sole exclusive and irrevocable option to purchase the Premises, all upon the terms and conditions set forth in the Agreement.

The Agreement shall continue in force for so long as LESSEE continues to make certain payments to LESSOR, as more specifically set forth in the Agreement.

Any assignment of interest under the Agreement shall be made expressly subject to the Agreement and shall require the assignee to assume and agree in writing to perform all the obligations of the assignor under the Agreement as relate to the interest assigned.

The provisions of the Agreement shall inure to the benefit of and be binding upon the parties and their successors and assigns. No assignment shall be effective as between the parties until the first day of the next month following the delivery to the non-assigning party of satisfactory evidence of such assignment.

The Agreement is incorporated herein by this reference and made a part hereof. Copies of the Agreement are in the possession of the parties at the addresses as shown on the first page of this Memorandum.

IN WITNESS WHEREOF, this MEMORANDUM OF MINERAL LEASE AGREEMENT WITH OPTION TO PURCHASE has been executed this 14th day of April, 1988.

H. Walter Schull
H. Walter Schull

Mini Schull
Mini Schull

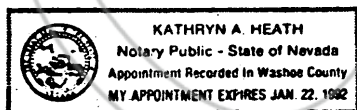
FISCHER-WATT GOLD COMPANY, INC.

[Signature]
Signature

CEO
Title

STATE OF NEVADA)
)
COUNTY OF WASHOE)

On April 14, 1988 personally appeared before me, a Notary Public, H. Walter Schull, who acknowledged to me that he executed the above instrument.



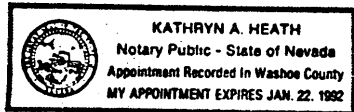
Kathryn A. Heath
NOTARY PUBLIC

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STATE OF NEVADA)

COUNTY OF WASHOE)

On April 14, 1988 personally appeared before me, a Notary Public, Mimi Schull, who acknowledged to me that she executed the above instrument.

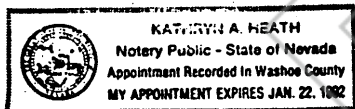


Kathryn A. Heath
NOTARY PUBLIC

STATE OF NEVADA)

COUNTY OF WASHOE)

On May 11, 1988, personally appeared before me, a Notary Public, Tim Watt, who acknowledged to me that he executed the above instrument.



Kathryn A. Heath
NOTARY PUBLIC

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EXHIBIT A

Property: 60 unpatented lode mining claims

Claim Names: Coal Canyon (C.C.) Nos. 1-60

BLM Numbers: NMC Nos. 353694-353753

Recorded in Eureka County Records: BK 140 PG 327-386

Located in: Secs. 17, 20 and 29 of T25N R49E, Eureka Co., NV

RECORDED AT THE REQUEST OF
Fischer Mott Gold Co., Inc
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88 JUN-8 AM 103

OFFICIAL RECORDS
EUREKA COUNTY, NEVADA
FILE NO. 18880
FEE \$ 2.00

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