

MEMORANDUM OF MINING LEASE

This Memorandum of Mining Lease is dated as of 4/29/88 1988 between Oscar L. Rudnick, a single man ("Owner"), and WESTMONT GOLD INC., a Delaware corporation, having its principal place of business at 4949 South Syracuse Street, Suite 4200, Denver, Colorado 80237 ("Lessee").

1. Lease and Term. (a) Owner leases to Lessee all of the property described in Exhibit A, together with, except as may be expressly provided in the agreement all (i) tailings, dumps and mine wastes, (ii) surface rights, easements and rights of way incident thereto, (iii) mining, mineral and water rights incident thereto, and (iv) improvements, fixtures, personal property, mining machinery and tools thereon useful or convenient for mining and related uses ("Mining Property").

(b) This agreement shall commence on the day first above written and continue for an initial term of fifteen years.

(c) Lessee may extend this agreement, for an additional eight successive ten-year terms.

2. Exclusive Possession. Except as may be expressly provided in the agreement, Lessee shall have exclusive possession and quiet enjoyment of Mining Property while the agreement is in effect.

3. Removal of Property. Lessee may, within one year after termination of this agreement, remove from Owner's real property all property and improvements which it has erected or placed thereon.

4. Rights of Way. While this agreement is in effect, Lessee shall have non-exclusive rights of way upon, over, into and through the Mining Property and other property now or hereafter owned, leased or otherwise controlled by Owner (or any of them) to construct, improve and maintain such facilities as may be necessary or convenient for Lessee's operations in the vicinity of the Mining Property.

5. Additional Terms. Additional terms and conditions are contained in the full agreement between the parties. This Memorandum shall not affect said agreement or any rights, interests or obligations of the parties thereunder.

IN WITNESS WHEREOF, the parties have executed this agreement as of the date first above written.

WESTMONT GOLD INC.

By *[Signature]*

Title *[Signature]*

OWNER

[Signature]

Oscar L. Rudnick

STATE OF COLORADO)
COUNTY OF DENVER) ss.

The foregoing instrument was acknowledged before me this
29th day of April, 1988, by A.F. Bissett
as President of WESTMONT GOLD INC., a corporation.
WITNESS my hand and official seal.



Sharon Q. Ellsworth
Notary Public

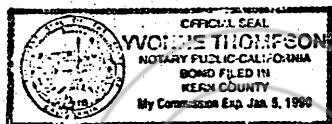
4949 South Syracuse, Suite 4200
Denver, Colorado 80237

My commission expires:

June 16, 1991

STATE OF California)
COUNTY OF Kern) ss.

The foregoing instrument was acknowledged before me this
29th day of April, 1988, by Oscar L. Rudnick,
a single man.
WITNESS my hand and official seal.



Wolfe Thompson
Notary Public

Business Address:

3300 Mission #100
Lakeview

My commission expires:

1-5-90

EXHIBIT A

To Memorandum of Mining Lease by and between Oscar L. Rudnick as Owner and Westmont Gold Inc. as Lessee. Said Lease covers the following described real property in Elko and Eureka Counties, Nevada ("the Mining Property").

Township 28 North, Range 52 East, M.D.B. & M.

Section 1: Lots 1, 2, 3, 4; S1/2 N1/2

Township 29 North, Range 52 East, M.D.B. & M.

Section 1: All (Lots 1, 2, 3, 4; S 1/2 N 1/2; S 1/2)
Section 11: All
Section 13: All
Section 23: All
Section 25: All

Township 29 North, Range 53 East, M.D.B. & M.

Section 1: All (Lots 1, 2, 3, 4; S 1/2 N 1/2; S 1/2)
Section 3: E 1/2 (Lots 1, 2; S 1/2 NE 1/4, SE 1/4)
Section 10: NE 1/4
Section 11: All
Section 15: E 1/2
Section 23: All

Township 30 North, Range 52 East, M.D.B. & M.

Section 1: All (Lots 1, 2, 3, 4; S 1/2 N 1/2; S 1/2)
Section 13: All
Section 25: All

Township 30 North, Range 53 East, M.D.B. & M.

Section 3: Lots 1, 2, SE 1/4 NW 1/4, NE 1/4 SW 1/4,
S 1/2 SW 1/4, SE 1/4
Section 7: All (Lots 1, 2, 3, 4)
Section 9: NE 1/4, SE 1/4 NW 1/4, S 1/2
Section 11: All
Section 15: All
Section 17: All
Section 19: All (Lots 1, 2, 3, 4)
~~Section 21: All~~
Section 23: All
Section 25: All
~~Section 27: All~~
~~Section 29: All~~
Section 35: All

11 34: SW $\frac{1}{4}$ SW $\frac{1}{4}$ O.R. JRS

Exhibit A (cont.)

Township 31 North, Range 53 East, M.D.B. & M.

Section 19: All (Lots 1, 2, 3, 4)

Section 35: All

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RECORDED AT THE REQUEST OF
Westmont Mining Inc.
BOOK PAGE
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OFFICIAL RECORDS
EUREKA COUNTY, NEVADA
M.N. REDALEATI, RECORDER
FILE NO. 120775
fee \$ 9.00

FEE ^{49.00} FILE # 257529
FILED FOR RECORD
AT REQUEST OF
Westmont Mining Inc.
'88 JUL 27 P2:50

RECORDED BY 630 PG 305
JERRY D. REYNOLDS
ELKO CO. RECORDER

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257529

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