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First Amendment to Mining Venture Agreement
and
Memorandum of Mining Venture Agreement
(Carlin Gold Venture)

THIS FIRST AMENDMENT TO MINING VENTURE AGREEMENT AND MEMORANDUM OF MINING VENTURE AGREEMENT ("First Amendment") is made as of December 14, 1989, by and between ST. GEORGE METALS, INC., a Nevada corporation ("Metals") and REYNOLDS METALS EXPLORATION, INC., a Delaware corporation ("Reynolds").

R E C I T A L S:

A. On or about May 3, 1989 Metals and Reynolds entered into a Mining Venture Agreement respecting their rights and all operations on or in connection with certain properties in Eureka County, Nevada. A Memorandum of the Mining Venture Agreement was recorded June 19, 1989 in Book 197, page 379, Official Records of Eureka County, Nevada.

B. The parties wish to amend the Mining Venture Agreement and the Memorandum to add additional interests in real property which have been acquired and are held subject to the Mining Venture Agreement.

A G R E E M E N T:

1. Metals and Reynolds hereby agree that the term "Properties" as used in the Mining Venture Agreement shall mean and include the interests in real property described on Exhibit

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A attached hereto and by this reference made a part hereof.
Exhibits A to the Mining Venture Agreement and the Memorandum
are hereby amended to conform to Exhibit A attached hereto.

2. Except as expressly amended hereby, the Mining
Venture Agreement shall continue in accordance with its terms
and conditions.

This First Amendment is executed as of the date first
above written.

ST. GEORGE METALS, INC.

By *J. A. Miller*

REYNOLDS METALS EXPLORATION, INC.

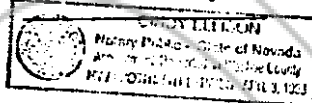
By *[Signature]*
Vice President

STATE OF Nevada)
County of Washoe) ss.

The foregoing instrument was acknowledged before me
on December 14, 1989, by James H. Peterson, Vice President
of ST. GEORGE METALS, INC., a Nevada corporation, for and on
behalf of the corporation.

Cindy E. Elson
Notary Public

My commission expires:



STATE OF Virginia)
County of Henrico) ss.

The foregoing instrument was acknowledged before me
on January 5, 1988, by Donald S. Jenkins, Vice President
of REYNOLDS METALS EXPLORATION, INC., a Delaware corporation,
for and on behalf of the corporation.

Cecile S. Johnson
Notary Public

My commission expires:
2-28-93

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Unpatented mining claims in Eureka County, Nevada, more particularly described as follows:

CLAIM	RECORDED BOOK/PAGE	BLM NMC #	SECTION	TOWNSHIP	RANGE
ROD 1-5	111/259-263	273079-273083	20	35N	50E
ROD 79-81, 83-84	111/264-268	273138-273142	20	35N	50E
ROD 203-217	111/465-482	273384-273401	28	35N	50E
ROD 25-60	111/287-322	273102-273137	2	35N	49E
ROD 61-78	111/350-367	273214-273231	10	35N	49E
ROD 7-24	111/269-286	273084-273101	12	35N	49E
WELS 45-70	118/56-81	292004-292029	2	33N	51E
WELS 71-97	118/82-108	292030-292056	4	33N	50E
WELS 107-126	118/109-128	292057-292076	6	34N	50E
BEO 1,3,5,7, 9,11	119/550	297135	30	33N	50E
13, 15, 17, 19, 21-40	- 579	297164	30	33N	50E
BEO 2, 4, 6, 8, 10, 12, 14, 16, 18, 20	123/456-465	308691	30	33N	50E
		308700	30	33N	50E
BEO 41-72	123/466 - 497	308701	20	33N	50E
		308732	20	33N	50E
BEO 77-112	123/498 - 533	308733	32	33N	50E
		308768	32	33N	50E
RC 1- 14	146/579-592	371773-371786	20	35N	50E

RECORDED AT THE REQUEST OF
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