

RECEIVED DEC 12 1988

## MEMORANDUM OF SURFACE USE AGREEMENT

Notice is given that Edward Devenyns and David Ernst (collectively "Owners"), Hycroft Resources & Development, Inc., a Nevada Corporation ("Hycroft"), and Tonkin Springs Gold Mining Company, a Colorado Corporation ("TSG"), have entered into a Surface Use Agreement with respect to certain unpatented lode mining claims (the "Claims") located in Eureka County Nevada, the BLM filing and county recording information for which are more particularly described in exhibit A attached to this Memorandum. Owners are the owners of the claims which are leased to Hycroft and, pursuant to the Surface Use Agreement, Owners and Hycroft have granted to TSG certain rights with respect to the use of the surface of the claims.

For purposes of the Surface Use Agreement and this Memorandum of Surface Use Agreement, the addresses of the parties are:

If to Owners:

Mr. Edward Devenyns  
159000 Caswell Lane  
Reno, Nevada 89511

Mr. David Ernst  
13930 Kewana Trail  
Reno, Nevada 89511

If to Hycroft:

Hycroft Resources &  
Development, Inc.  
2300-885 W. Georgia Street  
Vancouver, B.C. V6C 3E8  
CANADA

If to TSG:

Tonkin Springs Gold Mining  
Company  
c/o U.S. Gold Corporation  
1600 Stout Street, Suite 1600  
Denver, CO 80202

Dated this 13 day of December 1988.

  
Edward Devenyns

  
David Ernst

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HYCROFT RESOURCES & DEVELOPMENT,  
INC.

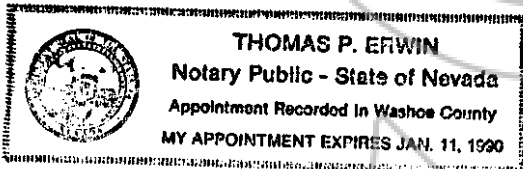
By: K. WAYNE LIVINGSTONE - VICE PRESIDENT  
David Beling, Senior Vice EXPLORATION  
President

TONKIN SPRINGS GOLD MINING  
COMPANY

By: William W. Reid, President  
William W. Reid, President of  
Tonkin Springs Gold Company

STATE OF NEVADA )  
COUNTY OF WASHOE ) ss.

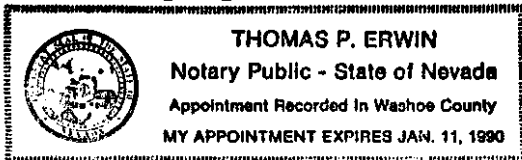
On the 5th day of December, 1988, before me, the undersigned, a Notary Public in and for the County of Washoe, State of Nevada, duly commissioned and sworn, personally appeared Edward Devenyns, known to me to be the person whose name is subscribed to the within instrument, and who acknowledged to me that he executed the same freely and voluntarily and for the uses and purposes therein mentioned.



Thomas P. Erwin  
Notary Public

STATE OF NEVADA           )  
                                  ) ss.  
COUNTY OF WASHOE       )

On the 5th day of December, 1988, before me, the undersigned, a Notary Public in and for the County of Washoe, State of Nevada, duly commissioned and sworn, personally appeared David Ernst, known to me to be the person whose name is subscribed to the within instrument, and who acknowledged to me that he executed the same freely and voluntarily and for the uses and purposes therein mentioned.

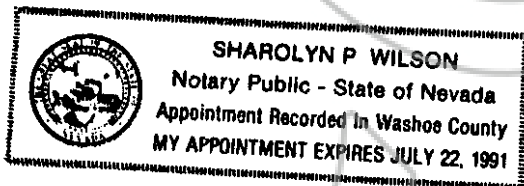


Thomas P. Erwin  
Notary Public

STATE OF NEVADA           )  
                                  ) ss.  
COUNTY OF WASHOE       )

On this 6th day of December, 1988, before me, the undersigned, a Notary Public in and for the County of Washoe, State of Nevada, duly commissioned and sworn, personally appeared ~~DAVID BELING~~, who acknowledged to me that he executed the above Memorandum of Surface Use Agreement in his capacity as ~~Senior~~ Vice President of HYCROFT RESOURCES & DEVELOPMENT, INC., as indicated above, on behalf of said corporation and that the corporation executed the above Memorandum of Surface Use Agreement.

K. WAYNE  
LIVINGSTONE



Sharolyn P. Wilson  
Notary Public

STATE OF COLORADO     )  
                              ) ss.  
COUNTY OF DENVER     )

On this 13<sup>th</sup> day of December, 1988, before me, the undersigned, a Notary Public in and for the County of Washoe, <sup>Colorado</sup> ~~Nevada~~, State of ~~Nevada~~, duly commissioned and sworn, personally appeared WILLIAM W. REID, who acknowledged to me that he executed the above Memorandum of Surface Use Agreement in his capacity as President of TONKIN SPRINGS GOLD MINING COMPANY, as indicated above, on behalf of said corporation and that the corporation executed the above Memorandum of Surface Use Agreement.

Catherine J. Elliott  
Notary Public

My Commission Expires  
July 8, 1992

SEAL  
Affixed

Sections 1, 2, T. 23-1/2 N., R. 49 E.  
Sections 25, 26, 35, 36, T. 24 N., R. 49 E.  
Section 6, T. 23-1/2 N., R. 50 E.  
Eureka County, Nevada

<u>Claim No.</u>	<u>County Recorder</u>		<u>BLM NMC No.</u>
	<u>Book</u>	<u>Page</u>	
Ice 179	170	308	453975
Ice 181	170	310	453977
Ice 202	170	331	453998
Ice 204	170	333	454000

EXHIBIT A  
SURFACE USE AGREEMENT,  
MEMORANDUM OF SURFACE USE AGREEMENT  
AND NOTICE OF NON-RESPONSIBILITY

BOOK 219 PAGE 466  
OFFICIAL RECORDS  
RECORDED AT THE REQUEST OF

*Jurkin Springs*  
JAN 16 10:21  
EUREKA COUNTY, NEVADA  
M.N. REBALEATI, RECORDER  
FILE NO. FEE \$9.00

135749  
BOOK 219 PAGE 470