

RECORD AND RETURN TO:

Thelen, Marrin, Johnson & Bridges
Two Embarcadero Center
San Francisco, CA 94111
Attention: Allison A. Cheek

135843

ASSIGNMENT AND TRANSFER OF CLAIMS

The undersigned corporation is owed \$1,497,279.49
("Claim") by U.S. Gold Corporation ("U.S. Gold") and/or Tonkin
Springs Gold Mining Company ("Tonkin").

For good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, the undersigned hereby grants, sells, assigns and conveys to Denay Creek Gold Mining Company, a wholly owned subsidiary of Homestake Mining Company of California ("Denay"), the undersigned's entire Claim and any rights appurtenant to that Claim (including the Mechanics Lien described below) and any other rights the undersigned may have against U.S. Gold and Tonkin, known and unknown arising out of the documents described in Exhibit A to that certain Lien Creditor Settlement Agreement dated as of the date of this Assignment among the undersigned, U.S. Gold and Tonkin (collectively "Claims"). The undersigned also hereby grants, sells, assigns and conveys to Denay all right, title and interest in and to all rights of security in favor of the undersigned with respect to the Claims, including all such right, title and interest in and under the following instruments regarding the Claim ("Mechanics Lien") which are of record in the County Recorder's records of Eureka County, Nevada in respect of the real properties identified in Exhibit A hereto:

| <u>Name of Document</u> | <u>Eureka County Recorder's No.</u> | <u>Date of Recordation</u> |
|--------------------------------------|---|--------------------------------|
| Notice of Claim of Lien | Book 206 Page 422 | 12/22/89 |
| Amendment to Notice of Claim of Lien | Book 210 Page 61 | 05/03/90 |
| Judgment | Book 214 Page 460 | 09/07/90 |
| Judgment | Book 215 Page 47 | 09/14/90 |

The undersigned agrees to deliver to Denay any notes, contracts, agreements, security documents and other instruments and documents

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ASSIGNMENT AND TRANSFER OF CLAIMS
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in respect of the Claims and the Mechanics Lien. The undersigned agrees to execute and deliver any additional documents that Denay may reasonably request to grant, sell, assign and convey to Denay the Claims and the Mechanics Lien and otherwise for the purpose of carrying out this Agreement. The undersigned agrees to provide to Denay, at Denay's expense, such assistance as Denay may reasonably request in enforcing all rights in respect of the Claims and the Mechanics Lien.

The undersigned has not assigned or transferred any part of the Claims, including rights to the Mechanics Lien, the undersigned may have against U.S. Gold and/or Tonkin to any other person, and the undersigned owns and hereby transfers 100% of the Claims and the Mechanics Lien free and clear of all liens, claims and encumbrances and has full right to transfer them as provided in this Agreement. This Agreement is governed by the internal laws of the state of Nevada.

Notwithstanding anything stated herein which may suggest a contrary intent, the undersigned does not warrant or represent, and hereby disclaims any warranty or representation whatsoever, that any of the claims, rights or interests transferred hereby are collectible from U.S. Gold, Tonkin or any other person or entity or that such claims, rights or interests have any worth or value; and this Assignment is made subject to such disclaimer.

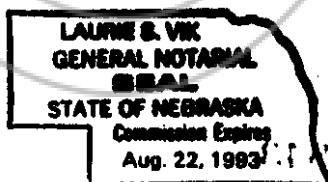
Gilbert Western Corporation

Dated: 2-9-91 By: Tait P. Johnson, Vice-President & Dir. (print name)
Tait P. Johnson (signature)

NEBRASKA
State of ~~Nevada~~)
County of Douglas)

On this 9th day of February, in the year 1991, before me Laurie Vik, a Notary Public, State of NEBRASKA ~~Nevada~~, duly commissioned and sworn, personally appeared Tait P. Johnson, known to me to be the person who executed the within instrument as Vice-President & Dir. of the Corporation therein named, and acknowledged to me that the Corporation executed it pursuant to its bylaws or a resolution of its board of directors.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal in the State of Nebraska County of Douglas on the date set forth above.



Laurie S. Vik
Notary Public, State of ~~Nevada~~ Nebraska

COPY

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OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Homestake Mining
91 FEB 13 P4 51

Co -
EUREKA COUNTY, NEVADA
M.N. REBALANCE RECORDER
FILE NO. 135843
JAN 19 1991
135843

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