

EXHIBIT C

WEYHER BROTHERS COMPANY

RECORD AND RETURN TO:

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

135850

ASSIGNMENT AND TRANSFER OF CLAIMS

The undersigned corporation is owed \$ 415,885.88
("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> |
|---|--|--------------------------------|
| Liens | Book 206 Page 396 & 398 | 12/22/89 |
| Notices of Lis Pendens of Foreclosure of liens | Book 208 Page 239 & 241 Book 211 Page 172 | 06/25/90 |
| Amended Judgement | Book 216 Page 384 | 10/22/90 |

THE UNDERSIGNED BY THESE
agreements, security documents and other instruments and documents

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.

Dated: 2/8/91 William C. Weyher (print name)
Weyher Brothers Company (signature)
Sec/Treas

State of ~~Nevada~~ ^{Utah}
County of Salt Lake

On this 8th day of February, in the year 1991, before me Jackie L. Smith, a Notary Public, State of Nevada, duly commissioned and sworn, personally appeared William C. Weyher, known to me to be the person who executed the within instrument as Sec./Treas. 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 Utah County of Salt Lake on the date set forth above.

Jackie Lee Smith
Notary Public, State of Nevada
Utah



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OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Honestake Mining
Co-
'91 FEB 13 P4 55

EUREKA COUNTY, NEVADA
M.N. REBALEATI, RECORDER
FILE NO. 135850
FEE \$ 6.00

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