

AFTER RECORDING, RETURN TO:

Myra Major
GREAT BASIN EXPLORATION & MINING CO., INC.
3400 Kawai Court, Suite 208
Reno, NV 89509

144950

MEMORANDUM OF AGREEMENT

THIS MEMORANDUM OF AGREEMENT is by and between GREAT BASIN EXPLORATION & MINING CO., INC., a Nevada corporation ("GBEM"), whose address is 3400 Kawai Court, Suite 208, Reno, Nevada 89509, and RIO ALGOM EXPLORATION INC., a Colorado corporation ("RAEI"), whose address is 5301 Longley Lane, Suite 157, Reno, Nevada 89511.

NOTICE IS HEREBY GIVEN that, on even date herewith, the parties have entered into an Agreement (the "Agreement") covering certain unpatented mining claims (the "Properties") which are more particularly described in Part 1 of Exhibit A attached hereto and by this reference made a part hereof.

Pursuant to the Agreement, RAEI has granted to GBEM and does hereby reiterate the grant, the right, among other rights, to acquire an undivided sixty percent (60%) interest in and to the Properties subject to certain terms and conditions set forth in the Agreement. Any properties acquired by either of the parties or any affiliate of the parties within the Area of Interest described in Part 2 of Exhibit A hereto shall also be included in the Properties. The term of the Agreement is for ten years from the date hereof, unless sooner terminated, forfeited or surrendered as provided in the Agreement.

If GBEM acquires said 60% interest in the Properties, the parties will thereafter be bound by the terms of a Mining Venture Agreement, attached to the Agreement as Exhibit B, created for the purposes of exploring, developing and mining mineral resources within the Properties. The term of the Mining Venture Agreement may extend for a primary term of 20 years and for so long thereafter as minerals are produced from the Properties, unless sooner terminated pursuant to the terms of the Mining Venture Agreement.

The Agreement and the Mining Venture Agreement are incorporated herein by this reference and made a part hereof. Copies of the Agreement and the Mining Venture Agreement are in the possession of the parties at the addresses shown above, and further information concerning the Agreement and the Mining Venture Agreement may be obtained from said parties at said addresses.

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The execution and recording of this Memorandum of Agreement shall not limit, increase or in any manner affect any of the terms of the Agreement or the Mining Venture Agreement, or the rights, interests or obligations of the parties thereto.

This Memorandum of Agreement shall be binding upon the parties hereto and their respective successors and assigns.

IN WITNESS WHEREOF, the parties have caused this Memorandum of Agreement to be executed effective as of March 10, 1993.

GREAT BASIN EXPLORATION & MINING CO., INC., a Nevada corporation,

By: A. P. Taylor
A. P. Taylor, President

RIO ALGOM EXPLORATION INC., a Colorado corporation,

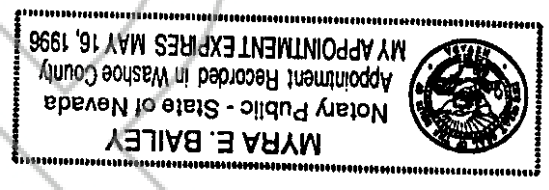
By: Michael Brady
Michael Brady
Exploration Manager, Western USA

STATE OF NEVADA

COUNTY OF WASHOE

)
) ss.
)

On this 17th day of March, 1993, personally appeared before me, a notary public, A.P. TAYLOR, the President of GREAT BASIN EXPLORATION & MINING CO., INC., a Nevada corporation, who acknowledged that he executed the above instrument.



Myra E. Bailey
NOTARY PUBLIC

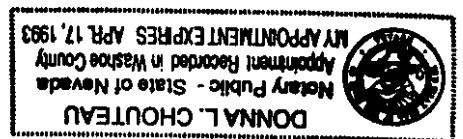
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STATE OF NEVADA

COUNTY OF WASHOE

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) ss.
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On this 9th day of March, 1993, personally appeared before me, a notary public, MICHAEL BRADY the EXPLORATION MGR. of RIO ALGOM EXPLORATION INC., a Colorado corporation, who acknowledged that he executed the above instrument.



NOTARY PUBLIC

Donna L. Chouteau

COPY

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PART ONE OF EXHIBIT A

to
Agreement between
Great Basin Exploration & Mining Co., Inc.
and Rio Algom Exploration Inc.

PROPERTY DESCRIPTIONS

The GGP 1 through GGP 76 (inclusive) unpatented mining claims situate in Eureka County, Nevada in Sections 5, 6, 7, 8, 17 and 18 of Townships 25 and 26 North, Range 49 East and Sections 1, 12 and 13 of Townships 25 and 26 North, Range 48 East, all as depicted in Part 2 of this Exhibit A. These seventy-six mining claims were located on May 9, 1992. Location notices therefor appear in the official records of Eureka County at Book 236, Pages 325-400. Their U.S. Bureau of Land Management serial numbers are NMC 653443-653518 (inclusive).

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EUREKA COUNTY, NEVADA
M.N. REBALCATTI, RECORDER
FILE NO. 900

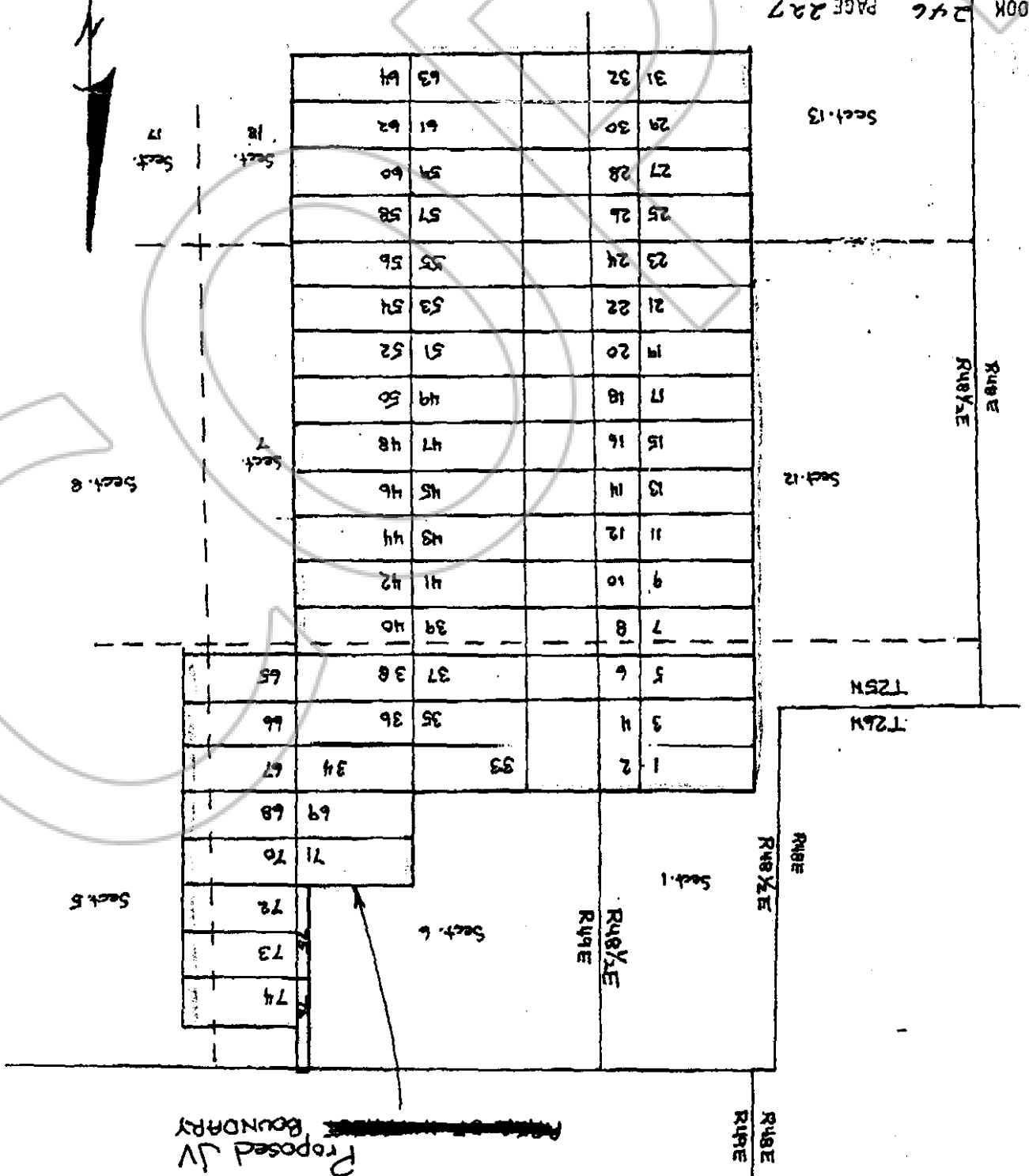
Exhibit A-2

GGP1 to GGP76 claims

Algem Exploration Inc

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OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Great Basin Exploration
93 MAR 17 P2:12
Rto Algem Exploration Inc

1"=2000'



Proposed JV Boundary