

This Amendment Number Eleven ("Amendment"), dated this 28 day of June, 1993 ("Effective Date"), is made to that certain Tonkin Mineral Lease, dated January 1, 1986 (the "Lease") between Lyle F. Campbell, a single man, and Julian E. Simpson and Jean C. Simpson, husband and wife (collectively, "Lessor"); Tonkin Springs Venture Limited Partnership (the "Lessee"); and D.B. Gold Corporation ("U.S. Gold").

RECITALS

A. The United States Congress has amended the general Mining Law of 1872 to replace the assessment work requirement for the assessment work years ending September 1, 1993 and September 1, 1994, with a claim rental fee of \$200 per claim for those two years. That fee must be paid on or before August 31, 1993.

B. Articles 8 and 15 of the Lease currently require the Lessee to perform assessment work on unpatented mining claims included within the Mineral Prospect if the Lease is partially or wholly surrendered and terminated by the Lessee with respect to those claims less than 90 days prior to the end of the then-current assessment work year.

C. Lessor and Lessee agree that it is to their mutual benefit to reduce the above-described 90-day period, but for the assessment work years ending in 1993 and 1994 only.

NOW, THEREFORE, in consideration of the mutual benefits to be obtained by Lessor and Lessee pursuant to this Amendment, Lessor and Lessee hereby agree as follows:

BY ~~LYLE P. CAMPBELL TRUST~~
Lyle P. Campbell
LYLE P. CAMPBELL TRUST

LESSOR:

(11th) AMENDMENT as of the date first above written.

IN WITNESS WHEREOF, the parties have executed this ELEVENTH

July 31, 1993 as provided in paragraph 1 above.

unperfected mining claims not released from the Lease on or before

assessment work that is necessary to maintain the claims, as to any

release Lessee from its obligations to pay said fees and to perform

4. Nothing herein shall be construed or is intended to

modified by the ten (10) prior amendments.

in full force and effect in accordance with the original terms as

5. Except as expressly amended above, the Lease shall remain

obligations under Article 14 of the Lease.

Lessee of all restoration and reclamation requirements and

2. U.S. Gold hereby guarantees the proper performance by

1994.

assessment work years ending on September 1, 1993 and September 1,

daylight time, July 31, 1993. This paragraph 1 applies only to the

provided in Article 19 of the Lease on or before midnight, Pacific

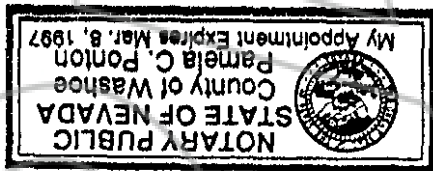
the claims so released, it such release is provided in writing as

to perform assessment work or pay claim rental fees, but only as to

claims included within the Mineral prospect without being obligated

the Lease, Lessee shall be entitled to release unperfected mining

1. Notwithstanding the provisions of Articles 8 and 19 of



Pamela C. Poulton
NOTARY PUBLIC

(next)

My commission expires: March 8, 1997

Witness my hand and official seal.

Before me personally appeared Lyle R. Campbell, Trustee of the Lyle R. Campbell Trust, on this 28th day of June, 1993, and executed the above ELEVANT AMENDMENT TO CAMPBELL/SIMPSON TONKIN SPRINGS VENTURE LIMITED PARTNERSHIP TONKIN MINERAL LEASE and acknowledged to me that he executed the same in that capacity.

STATE OF NEVADA
COUNTY OF WASHOE

William W. Reid
BY William W. Reid, President
U.S. GOLD CORPORATION

William W. Reid
BY William W. Reid, President
TONKIN SPRINGS GOLD MINING COMPANY, for itself and as General Partner for TONKIN SPRINGS VENTURE LIMITED PARTNERSHIP

Jean C. Simpson
LEASER:

JEAN C. SIMPSON

Julian E. Simpson

JULIAN E. SIMPSON

SEAL

NOTARY PUBLIC

My commission expires: 3-25-96

Witness my hand and official seal.

Before me personally appeared William W. Hold, president of TONKIN SPRINGS GOLD MINING COMPANY, for itself and as general partner for TONKIN SPRINGS VENTURE LIMITED PARTNERSHIP on this day of 12/27/93, 1993, and executed the above ELEVENTH AMENDMENT TO CAMPBELL/SIMPSON TONKIN SPRINGS VENTURE LIMITED PARTNERSHIP TONKIN MINERAL LEASE, and acknowledged to me that he executed the same in that capacity.

COUNTY OF

STATE OF

NOTARY PUBLIC

My commission expires:

Witness my hand and official seal.

Before me personally appeared Jean C. Simpson on this day of October 1995, 1995, and executed the above ELEVENTH AMENDMENT TO CAMPBELL/SIMPSON TONKIN SPRINGS VENTURE LIMITED PARTNERSHIP TONKIN MINERAL LEASE.

COUNTY OF

SEAL

NOTARY PUBLIC

My commission expires:

Witness my hand and official seal.

Before me personally appeared Julian E. Simpson on this day of October 1995, 1995, and executed the above ELEVENTH AMENDMENT TO CAMPBELL/SIMPSON TONKIN SPRINGS VENTURE LIMITED PARTNERSHIP TONKIN MINERAL LEASE.

COUNTY OF

STATE OF

STATE OF
COUNTY OF

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Before me personally appeared William W. Reid, President of U.S. GOLD CORPORATION, on this 17th day of July, 1993, and executed the above ELEVENTH AMENDMENT TO CAMPBELL/SIMPSON, TONKIN SPRINGS VENTURE LIMITED PARTNERSHIP TONKIN MINERAL LEASE, and acknowledged to me that he executed the same in that capacity.

Witness my hand and official seal.

My commission expires: 3-25-96

(1993)



William W. Reid
NOTARY PUBLIC

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OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Tonkin Springs
94 JAN 27 P2:06

EUREKA COUNTY, NEVADA
M.N. REBAL/LEATH, RECORDER
FILE NO. _____
FEES \$ 11.00

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