

GRANT BARGAIN AND SALE DEED

THIS INDENTURE, made and entered into this 28th day of October, 1994, by and between Atlas Gold Mining Inc., a Nevada corporation, the party of the first part, hereinafter referred to as "Grantor," and Donald L. Canepa and Linda L. Canepa, husband and wife, the party of the second part, hereinafter referred to as "Grantee".

WITNESSETH:

That the said Grantor, for and in consideration of the sum of Ten Dollars (\$10.00), lawful current money of the United States of America, and other good and valuable consideration, the receipt of which is hereby acknowledged, do hereby grant, bargain and sell unto the said Grantee, its assigns and heirs forever, all those certain lots, pieces or parcels of land situate, lying and being in the County of Eureka, State of Nevada, bounded and more particularly described as follows, to-wit:

Lots 7, 8 and 9, in Block 64, of the Town of Eureka, County of Eureka, State of Nevada, as the same appear on the official map or plat of said Townsite of Eureka, approved by the U.S. General Land Office on November 19, 1937, and which is on filed in the Office of the Eureka County Recorder, Eureka, Nevada. EXCEPTING THEREFROM all uranium, thorium or any other material which is or may be determined to be peculiarly essential to the production of fissionable materials in and under said land as reserved by the United States of America, in Patent recorded December 19, 1947, in Book 23, Page 226, Deed Records, Eureka County, Nevada.

FURTHER EXCEPTING THEREFROM all minerals, coal, carbons, hydrocarbons, oil, gas, chemical elements and compounds whether in solid, liquid or gaseous form, and all steam and other forms of thermal energy in and under said land, reserved by the CORPORATION OF THE PRESIDING BISHOP OF THE CHURCH OF JESUS CHRIST OF LATTER-DAY SAINTS, a Utah Corporation sole, in Deed recorded October 22, 1956, in Book 150, Page 82, Official Records, Eureka County, Nevada.

TOGETHER WITH, AND ALL SINGULAR, the tenements, hereditament and appurtenances thereunto belonging or in anywise appertaining, and the reversion or reversions, remainder or remainders, rents, issues and profits thereof.

TO HAVE AND TO HOLD, ALL AND SINGULAR, the said premises, together with the appurtenances, unto the said Grantee, its assigns and heirs, forever.

IN WITNESS WHEREOF, the said Grantor has hereunto set its hand and seal on the day and year first above written.

ATLAS GOLD MINING INC.

David W. Potratz, Secretary
David W. Potratz

APN #1-158-06

GRANTEE'S MAILING ADDRESS:

Donald L. and Linda L. Canepa
P. O. Box 712
Eureka, Nevada 89316

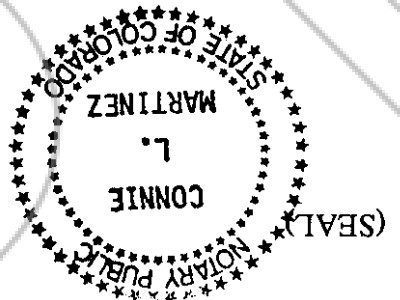
STATE OF COLORADO)
) ss.)
COUNTY OF DENVER)

This instrument was acknowledged before me on October 28, 1994, by David W. Potratz, as Secretary of Atlas Gold Mining Inc., a Nevada corporation.

Witness my hand and official seal.

My commission expires: January 31, 1998

Connie L. Martinez
Notary Public



BOOK 278 PAGE 109
OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
LINDA CANEPA
94 NOV -2 PM 1:39
EUREKA COUNTY NEVADA
M.H. REBALZATI, RECORDER
FILE NO.
FEES \$8.00

155646 BOOK 278 PAGE 110

DECLARATION OF VALUE

Recording Date 11/2/94 Book 278 Page 109-110 Instrument Grant Bargain AND SALE DEED

Full Value of Property Interest Conveyed \$ 30,000.00
Less Assumed Liens & Encumbrances \$ 00.00
Taxable Value (NRS 375.018, Section 2) \$ 30,000.00
Net Property Transfer Tax Due \$ 39.00

If exempt, state reason. NRS 375.056, Section 3 Explicit:

INDIVIDUAL		ESCROW HOLDER	
Under penalty of perjury, I hereby declare that the above statements are correct.		Under penalty of perjury, I hereby declare that the above statements are correct to the best of my knowledge based upon the information available to me in the documents contained in the escrow file.	
Signature of Declarant <i>Linda L. HANEPA</i>		Signature of Declarant	
Name (Please Print) LINDA L. HANEPA		Name (Please Print)	
Address P.O. Box 712		Address	
City EUREKA		City	
State NV		State	
Zip 89316		Zip	
Escrow Number		Escrow Number	
Firm Name		Firm Name	
Address		Address	
City		City	
State		State	
Zip		Zip	

NRS 375.056