

FIRST AMENDMENT TO MINING LEASE AND AGREEMENT

THIS FIRST AMENDMENT TO MINING LEASE AND AGREEMENT, dated September 4, 1994, between VEK/ANDRUS AND ASSOCIATES, a Nevada general partnership of Andrus Resources, Inc. and VEK Associates, ("Vek/Andrus") as owner, having its places of business at Vek Associates, 836 East York Way, Sparks, Nevada 89434, and Andrus Resources, Inc., 1990 Post Oak Blvd., Suite 2400, Houston, Texas 77056, and NEWMONT EXPLORATION LIMITED, a Delaware corporation, having its places of business at One Norwest Center, 1700 Lincoln Street, 26th Floor, Denver, Colorado 80203, and at 555 Fifth Street, Elko, Nevada 89801 ("Newmont").

WHEREAS, Vek/Andrus and Newmont have entered into that certain Mining Lease and Agreement dated July 15, 1992, and pertaining to certain unpatented lode mining claims located in Eureka County, Nevada, a memorandum of which was recorded on August 31, 1992, as Document Number 142089 in Book 238, Pages 136 - 148 inclusive, of the Official Records of Eureka County, Nevada.

WHEREAS, Vek/Andrus and Newmont now desire to amend the Mining Lease and Agreement.

NOW THEREFORE, Vek/Andrus and Newmont hereby amend the Mining Lease and Agreement by deleting Exhibit A to the Mining Lease and Agreement in its entirety and by substituting in its place and instead Exhibit A as attached to this First Amendment to Mining Lease and Agreement.

Except as specifically provided above, the Mining Lease and Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, Vek/Andrus and Newmont have executed this First Amendment to Mining Lease and Agreement effective the day and year first above written.

ANDRUS RESOURCES, INC.  
CORPORATION

*Blue*

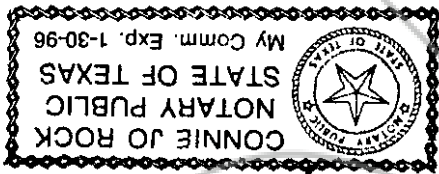
By: Bill W. Andrus  
Title VICE PRESIDENT  
Print Name: BILL W. ANDRUS

NEWMONT EXPLORATION LIMITED

By: William H. Clark, Jr.  
Title SG. Vice President  
Print Name: William H. Clark, Jr.

By: Victor E. Vek  
Title Vice President  
Print Name: Victor E. Vek

VEK ASSOCIATES



Jan. 30, 1996

My commission expires:

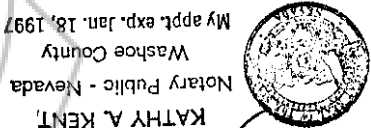
*Connie Jo Rock*  
Notary Public

On this 23rd day of January, 1994, personally appeared before me, a Notary Public, Bill W. Andrus, Vice-President of ANDRUS RESOURCES, INC. and as a general partner of VEK/ANDRUS and ASSOCIATES, who acknowledged to me that he executed the foregoing instrument on behalf of said corporation and said general partnership.

COUNTY OF HARRIS

)  
) SS.  
)

STATE OF TEXAS



1/18/97

My commission expires:

*Kathy A. Kent*  
Notary Public  
KATHY A. KENT,  
Notary Public - Nevada  
Washoe County  
My appt. exp. Jan. 18, 1997

On this 3rd day of January, 1994, personally appeared before me, a Notary Public, Victor E. Kral, Vice President of VEK ASSOCIATES, and as a general partner of VEK/ANDRUS AND ASSOCIATES, personally known or proved to me to be the person whose name is subscribed to the above instrument who acknowledged to me that he executed the above instrument on behalf of said company and of said general partnership.

COUNTY OF

)  
) SS.  
)

STATE OF NEVADA

COPY

My Commission Expires: Nov. 18, 1995

Thomas M. Clark, Jr.  
Notary Public

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of February, 1994, by Graham M. Clark, Jr., a Vice President of Newmont Exploration Limited, a Delaware corporation, on behalf of the corporation.

STATE OF COLORADO  
)  
) SS.  
) CITY & COUNTY OF DENVER



EXHIBIT A

FIRST AMENDMENT TO MINING LEASE AND AGREEMENT  
 SEPTEMBER 4, 1994  
 VEK/ANDRUS AND ASSOCIATES & NEWMONT EXPLORATION LIMITED

CLAIM NAME                      BOOK                      PAGE                      BLM SERIAL NO.

EHP #1	47	155	NMC	11194
EHP #2	48	050	NMC	11195
ROD #1	111	259	NMC	273079
ROD #2	111	260	NMC	273080
ROD #3	111	261	NMC	273081
ROD #4	111	262	NMC	273082
ROD #5	111	263	NMC	273083
ROD #9	111	271	NMC	273086
ROD #10	111	272	NMC	273087
ROD #11	111	273	NMC	273088
ROD #12	111	274	NMC	273089
ROD #13	111	275	NMC	273090
ROD #14	111	276	NMC	273091
ROD #15	111	277	NMC	273092
ROD #16	111	278	NMC	273093
ROD #17	111	279	NMC	273094
ROD #18	111	280	NMC	273095
ROD #19	111	281	NMC	273096
ROD #20	111	282	NMC	273097
ROD #21	111	283	NMC	273098
ROD #22	111	284	NMC	273099
ROD #23	111	285	NMC	273100
ROD #24	111	286	NMC	273101
ROD #25	111	287	NMC	273102
ROD #26	111	288	NMC	273103
ROD #27	111	289	NMC	273104
ROD #28	111	290	NMC	273105
ROD #29	111	291	NMC	273106
ROD #30	111	292	NMC	273107
ROD #31	111	293	NMC	273108
ROD #32	111	294	NMC	273109
ROD #33	111	295	NMC	273110
ROD #34	111	296	NMC	273111
ROD #35	111	297	NMC	273112
ROD #36	111	298	NMC	273113
ROD #37	111	299	NMC	273114
ROD #38	111	300	NMC	273115
ROD #39	111	301	NMC	273116
ROD #40	111	302	NMC	273117
ROD #41	111	303	NMC	273118

CLAIM NAME

EUREKA COUNTY BOOK PAGE

BLM SERIAL NO.

ROD #42	111	304	NMC	273119
ROD #43	111	305	NMC	273120
ROD #44	111	306	NMC	273121
ROD #45	111	307	NMC	273122
ROD #46	111	308	NMC	273123
ROD #47	111	309	NMC	273124
ROD #48	111	310	NMC	273125
ROD #49	111	311	NMC	273126
ROD #50	111	312	NMC	273127
ROD #51	111	313	NMC	273128
ROD #52	111	314	NMC	273129
ROD #53	111	315	NMC	273130
ROD #54	111	316	NMC	273131
ROD #55	111	317	NMC	273132
ROD #56	111	318	NMC	273133
ROD #57	111	319	NMC	273134
ROD #58	111	320	NMC	273135
ROD #59	111	321	NMC	273136
ROD #60	111	322	NMC	273137
ROD #79	111	264	NMC	273138
ROD #80	111	265	NMC	273139
ROD #81	111	266	NMC	273140
ROD #83	111	267	NMC	273141
ROD #84	111	268	NMC	273142
ROD #61	111	350	NMC	273214
ROD #62	111	351	NMC	273215
ROD #63	111	352	NMC	273216
ROD #64	111	353	NMC	273217
ROD #65	111	354	NMC	273218
ROD #66	111	355	NMC	273219
ROD #67	111	356	NMC	273220
ROD #68	111	357	NMC	273221
ROD #69	111	358	NMC	273222
ROD #70	111	359	NMC	273223
ROD #71	111	360	NMC	273224
ROD #72	111	361	NMC	273225
ROD #73	111	362	NMC	273226
ROD #74	111	363	NMC	273227
ROD #75	111	364	NMC	273228
ROD #76	111	365	NMC	273229
ROD #77	111	366	NMC	273230
ROD #78	111	367	NMC	273231
ROD #200	111	465	NMC	273384
ROD #201	111	466	NMC	273385
ROD #202	111	467	NMC	273386

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BLM SERIAL NO.

ROD #203	111	468	NMC	273387
ROD #204	111	469	NMC	273388
ROD #205	111	470	NMC	273389
ROD #206	111	471	NMC	273390
ROD #207	111	472	NMC	273391
ROD #208	111	473	NMC	273392
ROD #209	111	474	NMC	273393
ROD #210	111	475	NMC	273394
ROD #211	111	476	NMC	273395
ROD #212	111	477	NMC	273396
ROD #213	111	478	NMC	273397
ROD #214	111	479	NMC	273398
ROD #215	111	480	NMC	273399
ROD #216	111	481	NMC	273400
ROD #217	111	482	NMC	273401

WELS #45	118	56	NMC	292004
WELS #46	118	57	NMC	292005
WELS #47	118	58	NMC	292006
WELS #48	118	59	NMC	292007
WELS #49	118	60	NMC	292008
WELS #50	118	61	NMC	292009
WELS #51	118	62	NMC	292010
WELS #52	118	63	NMC	292011
WELS #53	118	64	NMC	292012
WELS #54	118	65	NMC	292013
WELS #55	118	66	NMC	292014
WELS #56	118	67	NMC	292015
WELS #57	118	68	NMC	292016
WELS #58	118	69	NMC	292017
WELS #59	118	70	NMC	292018
WELS #60	118	71	NMC	292019
WELS #61	118	72	NMC	292020
WELS #62	118	73	NMC	292021
WELS #63	118	74	NMC	292022
WELS #64	118	75	NMC	292023
WELS #65	118	76	NMC	292024
WELS #66	118	77	NMC	292025
WELS #67	118	78	NMC	292026
WELS #68	118	79	NMC	292027
WELS #69	118	80	NMC	292028
WELS #70	118	81	NMC	292029
WELS #71	118	82	NMC	292030
WELS #72	118	83	NMC	292031
WELS #73	118	84	NMC	292032
WELS #74	118	85	NMC	292033
WELS #75	118	86	NMC	292034
WELS #76	118	87	NMC	292035
WELS #77	118	88	NMC	292036

CLAIM NAME

BOOK PAGE

BLM SERIAL NO.

WELS #78	118	89	NMC	292037
WELS #79	118	90	NMC	292038
WELS #80	118	91	NMC	292039
WELS #81	118	92	NMC	292040
WELS #82	118	93	NMC	292041
WELS #83	118	94	NMC	292042
WELS #84	118	95	NMC	292043
WELS #85	118	96	NMC	292044
WELS #86	118	97	NMC	292045
WELS #87	118	98	NMC	292046
WELS #88	118	99	NMC	292047
WELS #89	118	100	NMC	292048
WELS #90	118	101	NMC	292049
WELS #91	118	102	NMC	292050
WELS #92	118	103	NMC	292051
WELS #93	118	104	NMC	292052
WELS #94	118	105	NMC	292053
WELS #95	118	106	NMC	292054
WELS #96	118	107	NMC	292055
WELS #97	118	108	NMC	292056
WELS #107	118	109	NMC	292057
WELS #108	118	110	NMC	292058
WELS #109	118	111	NMC	292059
WELS #110	118	112	NMC	292060
WELS #111	118	113	NMC	292061
WELS #112	118	114	NMC	292062
WELS #113	118	115	NMC	292063
WELS #114	118	116	NMC	292064
WELS #115	118	117	NMC	292065
WELS #116	118	118	NMC	292066
WELS #117	118	119	NMC	292067
WELS #118	118	120	NMC	292068
WELS #119	118	121	NMC	292069
WELS #120	118	122	NMC	292070
WELS #121	118	123	NMC	292071
WELS #122	118	124	NMC	292072
WELS #123	118	125	NMC	292073
WELS #124	118	126	NMC	292074
WELS #125	118	127	NMC	292075
WELS #126	118	128	NMC	292076
BEO #1	119	550	NMC	297135
BEO #3	119	551	NMC	297136
BEO #5	119	552	NMC	297137
BEO #7	119	553	NMC	297138

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EURKA COUNTY

BLM SERIAL NO.

BEO #9 119 554 NMC 297139

BEO #11 119 555 NMC 297140

BEO #13 119 556 NMC 297141

BEO #15 119 557 NMC 297142

BEO #17 119 558 NMC 297143

BEO #19 119 559 NMC 297144

BEO #21 119 560 NMC 297145

BEO #22 119 561 NMC 297146

BEO #23 119 562 NMC 297147

BEO #24 119 563 NMC 297148

BEO #25 119 564 NMC 297149

BEO #26 119 565 NMC 297150

BEO #27 119 566 NMC 297151

BEO #28 119 567 NMC 297152

BEO #29 119 568 NMC 297153

BEO #30 119 569 NMC 297154

BEO #31 119 570 NMC 297155

BEO #32 119 571 NMC 297156

BEO #33 119 572 NMC 297157

BEO #34 119 573 NMC 297158

BEO #35 119 574 NMC 297159

BEO #36 119 575 NMC 297160

BEO #37 119 576 NMC 297161

BEO #38 119 577 NMC 297162

BEO #39 119 578 NMC 297163

BEO #40 119 579 NMC 297164

BEO #2 123 456 NMC 308691

BEO #4 123 457 NMC 308692

BEO #6 123 458 NMC 308693

BEO #8 123 459 NMC 308694

BEO #10 123 460 NMC 308695

BEO #12 123 461 NMC 308696

BEO #14 123 462 NMC 308697

BEO #16 123 463 NMC 308698



CLAIM NAME

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EUREKA COUNTY

BLM SERIAL NO.

BEO #18 123 464 NMC 308699

BEO #20 123 465 NMC 308700

BEO #77 123 498 NMC 308733

BEO #78 123 499 NMC 308734

BEO #79 123 500 NMC 308735

BEO #80 123 501 NMC 308736

BEO #81 123 502 NMC 308737

BEO #82 123 503 NMC 308738

BEO #83 123 504 NMC 308739

BEO #84 123 505 NMC 308740

BEO #85 123 506 NMC 308741

BEO #86 123 507 NMC 308742

BEO #87 123 508 NMC 308743

BEO #88 123 509 NMC 308744

BEO #89 123 510 NMC 308745

BEO #90 123 511 NMC 308746

BEO #91 123 512 NMC 308747

BEO #92 123 513 NMC 308748

BEO #93 123 514 NMC 308749

BEO #94 123 515 NMC 308750

BEO #95 123 516 NMC 308751

BEO #96 123 517 NMC 308752

BEO #97 123 518 NMC 308753

BEO #98 123 519 NMC 308754

BEO #99 123 520 NMC 308755

BEO #100 123 521 NMC 308756

BEO #101 123 522 NMC 308757

BEO #102 123 523 NMC 308758

BEO #103 123 524 NMC 308759

BEO #104 123 525 NMC 308760

BEO #105 123 526 NMC 308761

BEO #106 123 527 NMC 308762

BEO #107 123 528 NMC 308763

BEO #108 123 529 NMC 308764

BEO #109 123 530 NMC 308765

BEO #110 123 531 NMC 308766

BEO #111 123 532 NMC 308767

BEO #112 123 533 NMC 308768

RC 1 146 579 NMC 371773

RC 2 146 580 NMC 371774

RC 3 146 581 NMC 371775

RC 4 146 582 NMC 371776

RC 5 146 583 NMC 371777

RC 6 146 584 NMC 371778

RC 7 146 585 NMC 371779

RC 8 146 586 NMC 371780

CLAIM NAME

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BLM SERIAL NO.

RC 9	146	587	NMC	371781
RC 10	146	588	NMC	371782
RC 11	146	589	NMC	371783
RC 12	146	590	NMC	371784
RC 13	146	591	NMC	371785
RC 14	146	592	NMC	371786

CT #1	177	015	NMC	482494
CT #2	177	016	NMC	482495
CT #3	177	017	NMC	482496
CT #4	177	018	NMC	482497
CT #5	177	019	NMC	482498
CT #6	177	020	NMC	482499
CT #7	177	021	NMC	482500
CT #8	177	022	NMC	482501
CT #9	177	023	NMC	482502
CT #10	177	024	NMC	482503
CT #11	177	025	NMC	482504
CT #12	177	026	NMC	482505
CT #57	177	035	NMC	482514
CT #66	177	044	NMC	482523
CT #75	177	053	NMC	482532
CT #84	177	062	NMC	482541
CT #264	177	235	NMC	482714
CT #265	177	236	NMC	482715
CT #266	177	237	NMC	482716
CT #267	193	356	NMC	539935
CT #268	193	357	NMC	539936
CT #269	193	358	NMC	539937
CT #270	193	359	NMC	539938
CT #271	193	360	NMC	539939
CT #272	193	361	NMC	539940
CT #273	193	362	NMC	539941
CT #274	193	363	NMC	539942
CT #275	193	364	NMC	539943
CT #276	193	365	NMC	539944
CT #277	193	366	NMC	539945
GAP NO. 1	203	324	NMC	572703
GAP NO. 2	203	325	NMC	572704
GAP NO. 3	203	326	NMC	572705
GAP NO. 4	203	327	NMC	572706
GAP NO. 5	203	328	NMC	572707

CLAIM NAME

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BLM SERIAL NO.

GAP NO. 6	203	329	NMC	572708
GAP NO. 7	203	330	NMC	572709
GAP NO. 8	203	331	NMC	572710
GAP NO. 9	203	332	NMC	572711
GAP NO. 10	203	333	NMC	572712
GAP NO. 11	203	334	NMC	572713
GAP NO. 12	203	335	NMC	572714
GAP NO. 13	203	336	NMC	572715
GAP NO. 14	203	337	NMC	572716

AFBN #41	213	019	NMC	604871
AFBN #42	213	020	NMC	604872
AFBN #43	213	021	NMC	604873
AFBN #44	213	022	NMC	604874
AFBN #45	213	023	NMC	604875
AFBN #46	213	024	NMC	604876
AFBN #47	213	025	NMC	604877
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AFBN #49	213	027	NMC	604879
AFBN #50	213	028	NMC	604880
AFBN #51	213	029	NMC	604881
AFBN #52	213	030	NMC	604882
AFBN #53	213	031	NMC	604883
AFBN #54	213	032	NMC	604884
AFBN #55	213	033	NMC	604885
AFBN #56	213	034	NMC	604886
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AFBN #61	213	039	NMC	604891
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AFBN #71	213	049	NMC	604901
AFBN #72	213	050	NMC	604902
VA 1	278	474	NMC	707777
VA 2	278	475	NMC	707778
VA 3	278	476	NMC	707779

FOR A TOTAL NUMBER OF 342 CLAIMS.

BOOK 281 PAGE 160

BOOK 281 PAGE 150  
 OFFICIAL RECORDS  
 RECORDED AT THE REQUEST OF  
*Newmont Gold Co.*  
 95 FEB 21 AM 9:12  
 EUREKA COUNTY NEVADA  
 M.M. REBALATI, RECORDER  
 FILE NO. 157170  
 FEES \$17.00