

MEMORANDUM OF MINING LEASE

1. Lease. This Memorandum constitutes notice of the existence of that Mining Lease (hereinafter the "Mining Lease") dated March 23, 1995 between and among Rubicon Resources Inc. a Nevada corporation, 4390 Reggie Road, Reno, Nevada 89502, and Western Mining Corporation (USA), a Delaware corporation, 4750 Longley Lane, Suite 106, Reno, Nevada 89502 ("WMC"), which is incorporated herein by this reference and made a part hereof. Copies of the Mining Lease are in the possession of:

Western Mining Corporation (USA)  
 4750 Longley Lane, Suite 106  
 Reno, NV 89502  
 Attention: Vice President  
 Rubicon Resources Inc.  
 4390 Reggie Road  
 Reno, NV 89502

2. In consideration of the payment of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged by Lessor, Lessor does hereby lease, let and demise to WMC the Subject Property as hereinafter described and does hereby agree with WMC as follows:

3. Subject Property. The property subject to the Mining Lease consists of those unpatented mining claims located in Eureka County, Nevada and described on Exhibit A attached hereto and incorporated herein by this reference and any and all rights appurtenant thereto and owned or leased by Lessor (all of said property and rights hereinafter referred to as the "Subject Property").

4. Exclusive Rights Granted. The Subject Property is hereby leased exclusively to WMC for the following purposes:

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a. Exploring and prospecting for, developing, mining, excavating, leaching, milling, processing and smelting, by open pit, underground, strip mining, solution mining, heap leaching, or any other methods deemed desirable by WMC in its sole discretion, all mine dumps, mine tailings, minerals, ores, valuable rocks, rare earths and materials of all kinds, (hereinafter collectively referred to as "Leased Substances");

b. Processing, treating, milling, shipping, selling and otherwise disposing of the Leased Substances and receiving the proceeds of any such sale;

c. Erecting, constructing, maintaining, using and operating in and on the Subject Property such buildings, structures, machinery and equipment as WMC deems necessary; and

d. Engaging in any other activity which WMC deems reasonable and necessary to achieve the foregoing purposes.

5. Term. The Primary Term of the Mining Lease is five (5) years from March 23,

1995 (hereinafter the "Effective Date"). WMC may extend the Primary Term for two (2)

additional five (5) year terms. The Mining Lease shall continue for a Secondary Term after the

end of the Primary Term as long as exploration for or development or production of Leased

Substances is or are being conducted by WMC on a continuing basis. Such operations shall be

deemed to be on a "continuing basis" so long as any of said operations is being conducted

without a cessation of all operations for a period of more than twelve consecutive calendar

months.

6. Royalties. WMC shall pay to Lessor advance minimum and production royalties

as provided in the Mining Lease.

7. Recording. This Memorandum of Mining Lease may be recorded by WMC at

its sole expense.

IN WITNESS WHEREOF, the parties hereto have executed this Memorandum as of the

day and year first set forth above.

RUBICON RESOURCES INC.

By: *David E. Roberts*  
Title: *President*

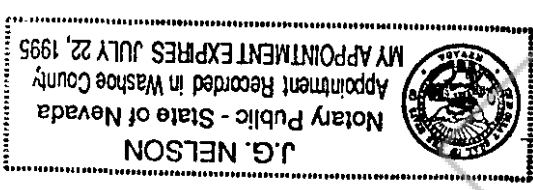
WESTERN MINING CORPORATION (USA)

By: *David E. Roberts*  
David E. Roberts  
Vice President

STATE OF NEVADA )  
) ss. )  
COUNTY OF WASHOE )

This instrument was acknowledged before me on *29*, 1995 by *David E. Roberts* as *President* of Rubicon Resources Inc.

*[Signature]*  
Notary Public



My commission expires: \_\_\_\_\_

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3/24/95 (2:57pm)

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Draft March 24, 1995 (2:57pm)

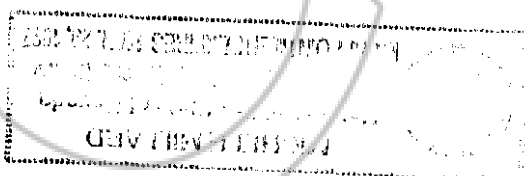
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3/24/95

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COPIES

My commission expires: 3-29-97



Notary Public

*Michelle M. Keenan*

This instrument was acknowledged before me on 4-5, 1995 by David E. Roberts, as Vice President of Western Mining Corporation (USA).

STATE OF NEVADA )  
) ss. )  
) Michelle M. Keenan )  
COUNTY OF Washoe )

Thursday, March 16, 1995

**EXHIBIT A - GW CLAIM LIST**

County: Eureka

State: Nevada

#	NAME	LOCATED	BOOK	PAGE	NMC
1	GW #1	11/8/93	255	23	693175
2	GW #2	11/8/93	255	24	693176
3	GW #3	11/8/93	255	25	693177
4	GW #4	11/8/93	255	26	693178
5	GW #5	11/8/93	255	27	693179
6	GW #6	11/8/93	255	28	693180
7	GW #7	11/8/93	255	29	693181
8	GW #8	11/8/93	255	30	693182
9	GW #9	11/8/93	255	31	693183
10	GW #10	11/8/93	255	32	693184
11	GW #11	11/8/93	255	33	693185
12	GW #12	11/8/93	255	34	693186
13	GW #13	11/8/93	255	35	693187
14	GW #14	11/8/93	255	36	693188
15	GW #15	11/8/93	255	37	693189
16	GW #16	11/8/93	255	38	693190
17	GW #17	11/8/93	255	39	693191
18	GW #18	11/8/93	255	40	693192
19	GW #19	11/8/93	255	41	693193
20	GW #20	11/8/93	255	42	693194
21	GW #21	11/8/93	255	43	693195
22	GW #22	11/8/93	255	44	693196
23	GW #23	11/8/93	255	45	693197
24	GW #24	11/8/93	255	46	693198
25	GW #25	11/8/93	255	47	693199
26	GW #26	11/8/93	255	48	693200
27	GW #27	11/8/93	255	48	693201
28	GW #28	11/8/93	255	50	693202
29	GW #29	11/7/93	255	51	693203
30	GW #30	11/7/93	255	52	693204
31	GW #31	11/7/93	255	53	693205
32	GW #32	11/7/93	255	54	693206
33	GW #33	11/7/93	255	55	693207
34	GW #34	11/7/93	255	56	693208
35	GW #35	11/7/93	255	57	693209
36	GW #36	11/7/93	255	58	693210
37	GW #37	11/7/93	255	59	693211

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Thursday, March 18, 1995

### EXHIBIT A - GW CLAIM LIST

County: Eureka State: Nevada

#	NAME	LOCATED	BOOK	PAGE	NMC
38	GW #38	11/7/83	255	60	693212
39	GW #39	11/7/83	255	61	693213
40	GW #40	11/7/83	255	62	693214
41	GW #41	11/7/83	255	63	693215
42	GW #42	11/7/83	255	64	693216
43	GW #43	11/7/83	255	65	693217
44	GW #44	11/7/83	255	66	693218
45	GW #45	11/7/83	255	67	693219
46	GW #46	11/7/83	255	68	693220
47	GW #47	11/7/83	255	69	693221
48	GW #48	11/7/83	255	70	693222
49	GW #49	11/7/83	255	71	693223
50	GW #50	11/7/83	255	72	693224
51	GW #51	11/7/83	255	73	693225
52	GW #52	11/7/83	255	74	693226
53	GW #53	11/7/83	255	75	693227
54	GW #54	11/7/83	255	76	693228
55	GW #55	11/7/83	255	77	693229
56	GW #56	11/7/83	255	78	693230
57	GW #57	11/8/83	255	79	693231
58	GW #58	11/8/83	255	80	693232
59	GW #59	11/8/83	255	81	693233
60	GW #60	11/8/83	255	82	693234
61	GW #61	11/8/83	255	83	693235
62	GW #62	11/8/83	255	84	693236

Located in: Sections 3,4,5,8,9,10,15,16 and 17; Township 25 North, Range 49 East, MDB&M, Eureka County, Nevada

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OFFICIAL RECORDS  
RECORDED AT THE REQUEST OF  
*Western Mining Corp.*  
95 APR 11 PM 12:02

EUREKA COUNTY NEVADA  
M.M. REBELEATH, RECORDER  
FILE NO. FEES \$12.00

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