

163279

SPECIAL WARRANTY DEED

THIS DEED ("Deed"), dated as of June 19, 1996, is between:

"GRANTOR":

ATLAS PRECIOUS METALS INC., a Nevada corporation
Republic Plaza
370 Seventeenth Street, Suite 3050
Denver, CO 80202

and

"GRANTEE":

RAYROCK MINES, INC., a Nevada corporation
573 East Second Street
Reno, NV 89502

FOR TEN DOLLARS and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by Grantor, Grantor grants, conveys, transfers, assigns and sells to Grantee:

The unpatented mining claims described in Exhibit A attached to and incorporated into this Deed (the "Property"), all of which are situated in Eureka County, Nevada;

Together with all improvements of every kind and character situated thereon;

Together with any and all water, water rights, right to the use of water, dams, ditches, canals, pipelines, reservoirs, wells and other means for the diversion or use of water appurtenant to the Property, or any part thereof, or used or enjoyed in connection therewith, including, but without limitation, the water adjudicated as appurtenant to the Property or any part thereof; and

Together with all extralateral rights, all minerals, metals and ores on the Property, and all tenements, hereditaments, and appurtenances belonging or appertaining to the Property.

Grantor warrants that there are no persons or entities lawfully claiming an interest in the Property by, through, or under Grantor, subject to the paramount title of the United States of

America.

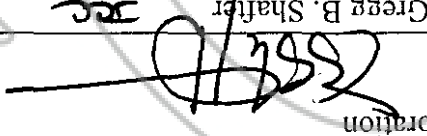
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This Deed is subject to a Mining Venture Agreement dated July 24, 1994 between Grantor and Grantee ("Agreement"). All of Grantor's representations, warranties and other rights concerning the Property as set forth in the Agreement shall survive and not be deemed merged into this Deed.

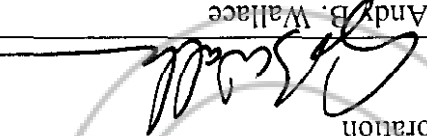
Grantor reserves, to the extent it may legally do so, a reasonable right of Access across the Property in order that it may continue to conduct exploration and development activities on adjacent lands held by Grantor. "Access" means rights to cross over or beneath the surface of lands as a means of ingress and egress to and from other lands, canals, ditches, and other forms of transportation or movement of people, matter, or things, and the right to construct, maintain and close roads, underground passageways, and other routes and ways, and to construct, maintain, and remove equipment and facilities for such uses.

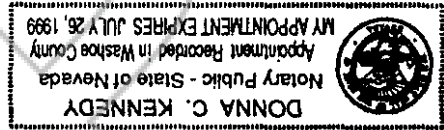
IN WITNESS WHEREOF, Grantor has executed this Deed effective as of the date first above written.

"GRANTOR"

ATLAS PRECIOUS METALS INC., a Nevada corporation
By: 
Gregg B. Shafter
Vice President

"GRANTEE"

RAYROCK MINES, INC., a Nevada corporation
By: 
Andy B. Wallace
Vice President

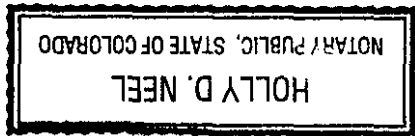


Donna C. Kennedy
NOTARY PUBLIC
My commission expires: *July 26, 1999*

Witness my hand and official seal.

On the *24th* day of *June*, 1996, before me personally appeared Andy B. Wallace, known to me or proved to me to be the Vice President of RAYROCK MINES, INC., a Nevada corporation, who, being first duly sworn, acknowledged that he executed the foregoing instrument in the name of said entity, that he has the authority to execute the same, and that he executed the same as the act and deed of said entity for the uses and purposes therein stated.

STATE OF NEVADA }
:ss. }
COUNTY OF WASHOE }



Holly D. Neel
NOTARY PUBLIC
My commission expires: *12/8/97*

Witness my hand and official seal.

On the *20th* day of *JUNE*, 1996, before me personally appeared Gregg B. Shafter, known to me or proved to me to be the Vice President of ATLAS PRECIOUS METALS INC., a Nevada corporation, who, being first duly sworn, acknowledged that he executed the foregoing instrument in the name of said entity, that he has the authority to execute the same, and that he executed the same as the act and deed of said entity for the uses and purposes therein stated.

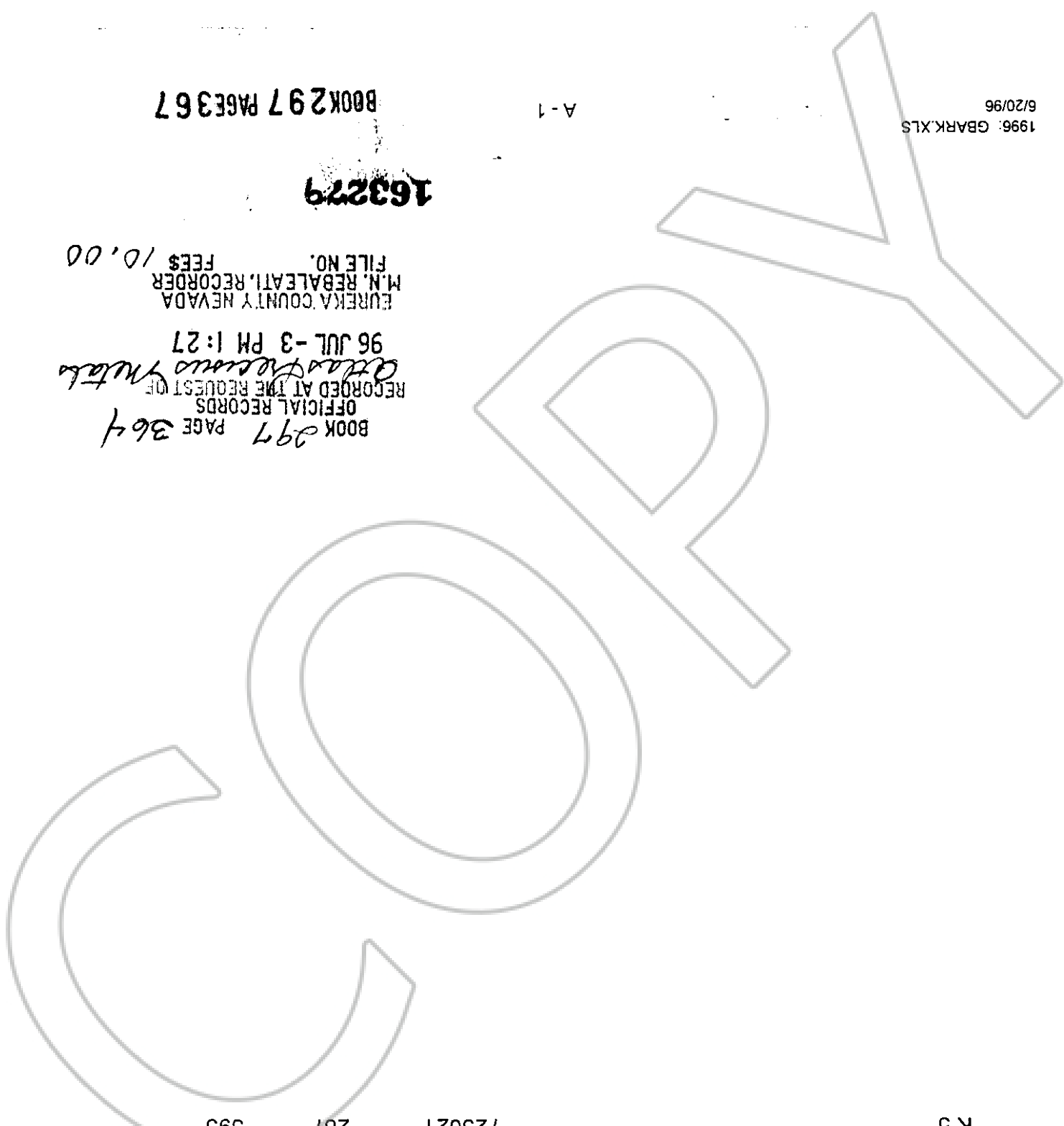
STATE OF COLORADO }
:ss. }
COUNTY OF DENVER }

EXHIBIT A

The following unpatented lode mining claims located in Sec. 30, 31, T 23 N - R 50 E, Eureka County, NV:

CLAIM NAME	NMC #	BOOK	PAGE
K 1	723017	287	591
K 2	723018	287	592
K 3	723019	287	593
K 4	723020	287	594
K 5	723021	287	595

EUREKA COUNTY



CLAIM NAME

K 1
K 2
K 3
K 4
K 5

NMC #
723017
723018
723019
723020
723021

BOOK
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OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Atta Thomas Mital
96 JUL -3 PM 1:27
EUREKA COUNTY, NEVADA
M.N. REBALATI, RECORDER
FILE NO. FEES 10.00

163279

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1996: GBARR.XLS
6/20/96