

FILED  
IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

JUN 19 1996

No. 5702-85

Wm. Phillips  
SECRETARY OF STATE

164594

PLAN OF MERGER  
AND ARTICLES OF MERGER

effective date of June 30, 1996 by and between RAMROD GOLD (U.S.A.) INC., a Nevada corporation ("Ramrod"); and WESTMONT GOLD INC., a Delaware corporation ("Westmont").

RECITALS

A. Ramrod is a corporation organized and existing under the laws of the State of Nevada and authorized to issue 25,000 shares of common stock having no par value.

Ramrod has issued one share of its stock to Quest International Resources Corporation (formerly known as Consolidated Ramrod Gold Corporation), a British Columbia corporation.

B. Westmont is a corporation organized and existing under the laws of the State of Delaware and authorized to issue 1,000 shares of common stock having no par value. Westmont has issued one hundred shares of its common stock to Ramrod Gold

(U.S.A.) Inc., a Nevada corporation.

C. The Boards of Directors of the respective corporations deem it desirable and in the best interests of the corporations and their shareholders that Westmont be merged into Ramrod.

D. The surviving corporation shall be known as Quest U.S.A. Resources Inc., a Nevada corporation. The surviving corporation agrees that it may be served with

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process on behalf of Westmont Gold Inc., and appoints the Delaware Secretary of State as its agent to accept service of process and mail the same to Richard W. Harris, 6121 Lakeside Drive, Suite 260, Reno, Nevada 89511.

E. The surviving corporation will maintain the Plan of Merger and Articles of Merger, suitably filed in Nevada and Delaware, at its principal place of business. The surviving corporation further agrees to furnish this Plan of Merger and Articles of Merger upon request to any stockholder or constituents of Westmont or Ramrod.

For the reasons set forth above, and in consideration of the mutual covenants and promises of the parties hereto, the constituent corporations agree, pursuant to NRS 92A.005 et seq., that Westmont Gold Inc. be merged into Ramrod Gold (U.S.A.) Inc. as a single corporation; and the parties hereto agree to and prescribe the terms and conditions of such merger, the method of carrying it into effect, and the manner of converting the shares of Westmont and Ramrod into the shares of Quest U.S.A. Resources Inc., all as set forth below.

#### SECTION ONE

##### Effects of Merger

1.1 ~~Ramrod to Be Surviving Corporation.~~ Westmont shall be merged into Ramrod and the corporate existence of Westmont shall cease. Ramrod shall become the owner, without other transfer, of all of the rights and property of the constituent corporations. Ramrod shall become subject to all of the debts and liabilities of the constituent corporations in the same manner as if Ramrod had itself incurred them.

1.2 Change of Corporate Name. The name of Ramrod Gold (U.S.A.) Inc., the surviving corporation, shall be changed to Quest U.S.A. Resources Inc.

1.3 Effective Date. The effective date of this merger shall be June 30, 1996.

1.4 Principal Office. The principal office of Ramrod Gold (U.S.A.) Inc.,

(surviving corporation) and Quest U.S.A. Resources Inc. (new name of surviving corporation) shall be 6121 Lakeside Drive, Suite 260, Reno, Nevada 89511.

1.5 Purpose. Quest U.S.A. Resources Inc. shall be authorized to engage in any

lawful activity.

1.6 Articles of Incorporation and Amendment Thereto. The Articles of Incorporation for Ramrod, the surviving corporation, shall remain in effect, except for one

change. Article 1, dealing with the corporate name, shall be changed as follows:

1. Name. The name of the corporation shall be:

QUEST U.S.A. RESOURCES INC.

1.7 By-Laws. The present By-Laws of Ramrod, insofar as they are not

inconsistent with this Plan of Merger, shall be the By-Laws of Quest U.S.A. Resources

Inc. until altered, amended, or repealed as therein provided.

1.8 Names of Officers and Directors. The names of the persons who shall

constitute the Board of Directors of Quest U.S.A. Resources Inc., following merger, and

who shall hold office and serve as directors until the first annual meeting of the share-

holders of Quest U.S.A. Resources Inc., are as follows:

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2.2 ~~Issuance of Shares in Surviving Corporation.~~ Immediately upon this Plan of Merger becoming effective, the outstanding shares of Ramrod and Westmont shall be recalled and canceled. Quest U.S.A. Resources Inc. shall issue one share of its common stock to Quest International Resources Corporation, a British Columbia corporation.

2.1 ~~Authorized Capital of Surviving Corporation.~~ The total number of shares of capital stock which Quest U.S.A. Resources Inc. shall have authority to issue shall be 25,000 shares of common stock having no par value.

Status and Conversion of Shares

SECTION TWO

1.9 ~~Properties affected by Merger.~~ All real and personal properties of Ramrod and Westmont shall be affected by this Plan of Merger, including those properties more particularly described on Exhibits A and B attached hereto. The properties and contractual interests of Ramrod and Westmont are hereby transferred to Quest U.S.A. Resources Inc., a Nevada corporation, by virtue of this merger. Quest U.S.A. Resources Inc. may, in its discretion, record certified copies of this Plan of Merger in appropriate jurisdictions to give notice of this merger and transfer of interests.


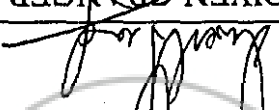
Name	Corporate Position
Thomas J. Menning	President and Director
Owen Granger	Secretary/Treasurer and Director
Robert J. Miller	Director

SECTION THREE

Approval by Shareholders

This Agreement shall be submitted to the shareholders of Ramrod and Westmont for approval pursuant to NRS 92A.120. Upon approval by Quest International Resources Corporation and Ramrod Gold (U.S.A.) Inc., the sole shareholders of Ramrod and Westmont, respectively, the Plan of Merger shall be submitted to the Nevada Secretary of State.  
IN WITNESS WHEREOF, the directors of Ramrod and Westmont have executed this Plan of Merger and Articles of Merger under their respective corporate seals on the dates shown below.

RAMROD GOLD (U.S.A.) INC.,  
a Nevada corporation

By:  ROBERT J. MILLER, President and Director  
By:  OWEN GRANGER, Secretary/Treasurer and Director

WESTMONT GOLD INC., a  
Delaware corporation

By: *Karl Rolke*  
KARL ROLKE, President and

Director

By: *Owen Granger*  
OWEN GRANGER, Secretary/  
Treasurer and Director

COPY

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CERTIFICATION AND ACKNOWLEDGMENT OF RAMROD

We hereby certify that the foregoing "Plan of Merger and Articles of Merger" was duly considered and approved by Ramrod Gold (U.S.A.) Inc., a Nevada corporation, at a meeting of the Board of Directors held on June 17, 1996.

DATED this 17th day of June, 1996.

*Robert J. Miller*  
ROBERT J. MILLER, President

*Owen Granger*  
OWEN GRANGER, Secretary/Treasurer

PROVINCE OF BRITISH COLUMBIA )  
) ss. )  
CITY OF VANCOUVER )

On this 17th day of June in the year 1996, before me, a Notary Public in and for said Province, personally appeared ROBERT J. MILLER, who is President of RAMROD GOLD (U.S.A.) INC., a Nevada corporation, personally known (or proved) to me to be the person who executed the above instrument, and acknowledged to me that he executed the same for purposes stated therein.

*J. Douglas Seppala*  
NOTARY PUBLIC

J. DOUGLAS SEPPALA  
Barrister & Solicitor  
10th Floor, 595 Howe Street  
VANCOUVER, B.C. V6C 2T5

PROVINCE OF BRITISH COLUMBIA )  
) ss.  
) CITY OF VANCOUVER

On this 17th day of June in the year 1996, before me, a Notary Public in and for said Province, personally appeared OWEN GRANGER, who is Secretary/Treasurer of RAMROD GOLD (U.S.A.) INC., a Nevada corporation, personally known (or proved) to me to be the person who executed the above instrument, and acknowledged to me that he executed the same for purposes stated therein.

NOTARY PUBLIC



J. DOUGLAS SEPPALA  
Barrister & Solicitor  
10th Floor, 595 Howe Street  
VANCOUVER, B.C. V6C 2T5

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CERTIFICATION AND ACKNOWLEDGMENT OF WESTMONT

We hereby certify that the foregoing "Plan of Merger and Articles of Merger" was duly considered and approved by Westmont Gold Inc., a Delaware corporation, at a meeting of the Board of Directors held on June 17, 1996.

DATED this 17th day of June, 1996.

KARL ROLKE, President

OWEN GRANGER, Secretary/Treasurer

PROVINCE OF BRITISH COLUMBIA )

) ss.

CITY OF VANCOUVER )

On this 17th day of June in the year 1996, before me, a Notary Public in and for said Province, personally appeared KARL ROLKE, who is President of WESTMONT GOLD INC., a Delaware corporation, personally known (or proved) to me to be the person who executed the above instrument, and acknowledged to me that he executed the same for purposes stated therein.

NOTARY PUBLIC

J. DOUGLAS SEPPALA  
Barrister & Solicitor  
10th Floor, 595 Howe Street  
VANCOUVER, B.C. V6C 2T5

PROXY

J. DOUGLAS SEPPALA  
Barrister & Solicitor  
10th Floor, 595 Howe Street  
VANCOUVER, B.C. V6C 2T5

NOTARY PUBLIC

On this 17th day of June in the year 1996, before me, a Notary Public in and for said Province, personally appeared OWEN GRANGER, who is Secretary/Treasurer of WESTMONT GOLD INC., a Delaware corporation, personally known (or proved) to me to be the person who executed the above instrument, and acknowledged to me that he executed the same for purposes stated therein.

PROVINCE OF BRITISH COLUMBIA )  
) ss.  
) CITY OF VANCOUVER

CERTIFICATE OF QUEST INTERNATIONAL  
RESOURCES CORPORATION'S  
APPROVAL OF MERGER

PROVINCE OF BRITISH COLUMBIA )  
) ss.  
) CITY OF VANCOUVER

The undersigned, as Secretary/Treasurer of QUEST INTERNATIONAL RE-

SOURCES CORPORATION, a British Columbia corporation, which holds all of the issued and outstanding shares of RAMROD GOLD (U.S.A.) INC., a Nevada corporation, hereby certifies that the "Plan of Merger and Articles of Merger" between Ramrod and Westmont was submitted to Quest International Resources Corporation on June 17, 1996; that Quest International Resources Corporation waived notice of the time, place, and purpose of the meeting; and that the Plan of Merger was considered and approved by the undersigned in his capacity as Secretary/Treasurer of Quest International Resources Corporation, pursuant to the authority vested in him.

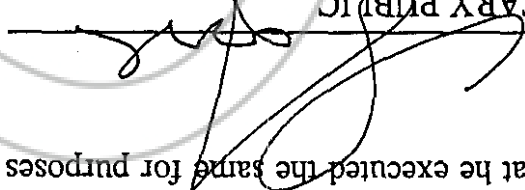
IN WITNESS WHEREOF, I have set my hand this 17th day of June, 1996.

OWEN GRANGER, Secretary/Treasurer  
of Quest International Resources Corpora-  
tion, a British Columbia corporation

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J. DOUGLAS SEPPALA  
Barrister & Solicitor  
10th Floor, 595 Howe Street  
VANCOUVER, B.C. V6C 2T5

NOTARY PUBLIC



On this 17th day of June in the year 1996, before me, a Notary Public in and for said Province, personally appeared OWEN GRANGER, who is Secretary/Treasurer of QUEST INTERNATIONAL RESOURCES CORPORATION, a British Columbia corporation, personally known (or proved) to me to be the person who executed the above instrument, and acknowledged to me that he executed the same for purposes stated therein.

PROVINCE OF BRITISH COLUMBIA )  
) ss.  
CITY OF VANCOUVER )

DRAFT

CERTIFICATE OF RAMROD GOLD (U.S.A.) INC.'s

APPROVAL OF MERGER

PROVINCE OF BRITISH COLUMBIA )

) ss.

CITY OF VANCOUVER )

The undersigned, as President of RAMROD GOLD (U.S.A.) INC., a Nevada

corporation, which holds all of the issued and outstanding shares of WESTMONT GOLD

INC., a Delaware corporation, hereby certifies that the "Plan of Merger and Articles of

Merger" between Ramrod and Westmont was submitted to Ramrod Gold (U.S.A.) Inc.

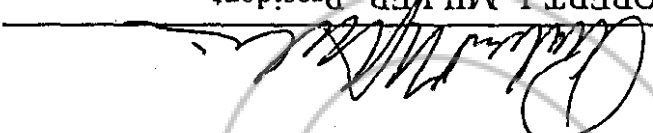
on June 17, 1996; that Ramrod Gold (U.S.A.) Inc. waived notice of the time, place, and

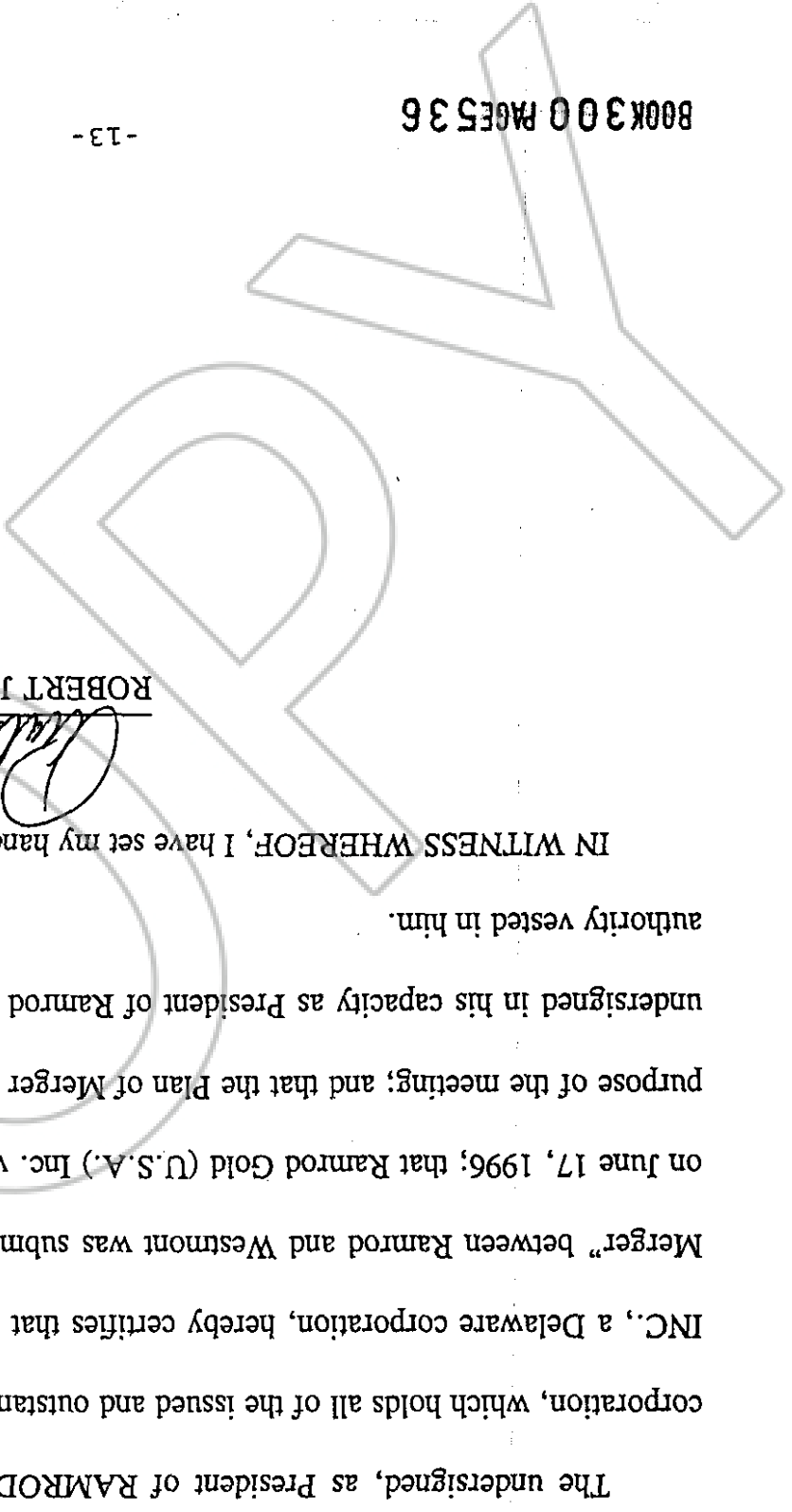
purpose of the meeting; and that the Plan of Merger was considered and approved by the

undersigned in his capacity as President of Ramrod Gold (U.S.A.) Inc., pursuant to the

authority vested in him.

IN WITNESS WHEREOF, I have set my hand this 17th day of June, 1996.

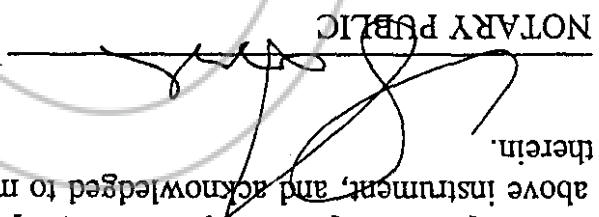
  
\_\_\_\_\_  
ROBERT J. MILLER, President



PROPOSED

8226\pomm\12  
J. DOUGLAS SEPPALA  
Barrister & Solicitor  
10th Floor, 595 Howe Street  
VANCOUVER, B.C. V6C 2T5

On this 17th day of June in the year 1996, before me, a Notary Public in and for said Province, personally appeared ROBERT J. MILLER, who is President of RAMROD GOLD (U.S.A.) INC., a Nevada corporation, personally known (or proved) to me to be the person who executed the above instrument, and acknowledged to me that he executed the same for purposes stated therein.

  
NOTARY PUBLIC

PROVINCE OF BRITISH COLUMBIA )  
) ss.  
) CITY OF VANCOUVER )

SCHEDULE "A"

Particulars of the Properties of Ramrod Gold (U.S.A.) Inc. and the Agreements relating thereto

Mathews, Chelan County, Washington

Description of the Mathews Property

Approximately 160 acres located in the County of Chelan, State of Washington, as follows:

PARCEL A:

The unplotted portion of the Southeast quarter of the Northwest quarter lying East and South of the county road known as Edgemont Drive; the South half of the Northeast quarter; the Southeast quarter; the East half of the Southwest quarter; the East half of the Southwest quarter of the Southwest quarter and the Southeast quarter of the Southwest quarter of the Southwest quarter all in Section 35, Township 22 North, Range 20, E.W.M., Chelan County, Washington, EXCEPTING THEREFROM:

Exception No. 1:

A parcel of land in the Southeast quarter, Section 35, Township 22 North, Range 20 East, Willamette Meridian, Chelan County, Washington; being more particularly described as follows:

Beginning at the Southeast corner of the Southeast quarter, Section 35, Township 22 North, Range 20 East, Willamette Meridian, a #5 rebar and aluminum cap stamped O'Hare #9606; thence S 87deg02'16" W, 2256.70 feet along the South section line of said Section 35 to the crest of a ridge; thence along said crest N 15deg01'32" E, 750.13 feet; thence along said crest N 21deg39'45" E, 288.85 feet; thence along said crest N 0deg51'18" W, 400.92 feet; thence along said crest N 33deg58'24" E, 409.43 feet; thence along said crest N 27deg08'10" E, 666.32 feet; thence N 2deg24'35" W, 63.00 feet; thence N 78deg55'18" E, 1582.55 feet to the East quarter corner Section 35, a 3/4 inch iron pipe; thence S 2deg46'01" W, 2579.75 feet to the point of beginning. Contains 109.36 acres more or less.

Exception No. 2:

A parcel of land in Section 35, Township 22 North, Range 20 East, Willamette Meridian, Chelan County, Washington; being more particularly described as follows:

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Beginning at the Northeast corner of Section 35, Township 22 North, Range 20 East, Williamette Meridian, thence S 0deg14'52" E, along the East line of said Section 35, 1262.31 feet to the Northeast corner of the Southeast quarter of the Northeast quarter of said Section 35, the true point of beginning; thence continuing S 0deg14'52" E, along the East line of said Section 35, 1262.31 feet to the East quarter corner of said Section 35; thence S 79deg23'01" W, 1582.55 feet; thence N 67deg03'59" W, 2097.26 feet to the Easterly right-of-way of Edgemont Road; thence N 39deg24'15" E, along the Easterly right-of-way of said road, 122.88 feet; thence N 50deg25'35" E, along the Easterly right-of-way of said road, 899.62 feet; thence N 89deg15'21" E, 80.78 feet to the Northwest corner of the Southwest quarter of said Section 35; thence N 88deg31'44" E, along A 1/16 line, 2630.15 feet to the true point of beginning and containing 91.93 acres more or less.

Exception No. 3:

That portion of the following described parcel of land lying in the Southwest quarter of the Southwest quarter of the Southwest quarter of Section 35, Township 22 North, Range 20 East of the Williamette Meridian, Chelan County, Washington, more particularly described as follows:

Commencing at the Southwest Corner of said Section 35, a brass cap in a monument case; thence North 87deg29'21" East along the South line of said Section 35 for 38.59 feet to a point on the Easterly right of way of County road known as Edgemont Road that is a P.O.C. on a curve right and the TRUE POINT OF BEGINNING FOR THIS DESCRIPTION; thence along said right of way on a curve right defined by a chord bearing South 40deg54'05" West for 58.07 feet and a radius of 132.35 feet through a central angle of 25deg20'40" for 58.54 feet to a point on an old fence line; thence South 1deg09'36" East along said fence line for 46.94 feet to a fence corner; thence North 73deg57'59" East along said fence line for 189.61 feet to a fence corner; thence North 84deg58'19" East along said fence line for 136.01 feet to a fence corner; thence North 9deg15'01" East along said fence line for 284.09 feet to a fence corner; thence North 15deg33'42" East along said fence line for 139.11 feet to a fence corner; thence North 42deg28'38" East along said fence line for 245.84 feet to a fence corner; thence North 87deg00'04" West along said fence line for 424.08 feet to a point on said Easterly right of way of County Road known as Edgemont Road; thence South 23deg31'49" West along said right of way for 173.09 feet to a point that is the P.C. of a curve left; thence along said right of way on a curve left defined by a chord bearing South 7deg58'27" West for 256.53 feet and a radius of 478.27 feet through a central angle of 31deg06'45" for 259.71 feet to a point that is the P.T. of said curve; thence South 7deg34'56" East along said right of way for 99.44 feet to a point that is the P.C. of a curve right; thence along said right of way on a curve right defined by a chord bearing South 10deg19'25" West for 81.38 feet and a radius of 132.35 feet through a central angle of 35deg48'41" for 82.72 feet to a point that is a P.O.C. on said curve and the TRUE POINT OF BEGINNING. Containing 4.8723 acres.



Agreements Relating to the Matthews Property

1. Mining Lease Agreement - Option to Purchase effective May 13, 1993 between B.J. Matthews and Geneva Matthews and Ramrod Gold (U.S.A.) Inc.

2. Compton, Chelan County, Washington

Description of the Compton Property

Approximately 291 acres in Chelan County, State of Washington, more particularly described as the Northeast quarter and the East half of the Northwest quarter, less and except the South 480 feet thereof, all in Section 27, Township 22 North, Range 20 East, Willamette Meridian, together with such appurtenant rights and easements for ingress and egress as specified in the Mining Lease Agreement outlined below

Agreements Relating to the Compton Property

1. Mining Lease Agreement dated November 1, 1982 between Seattle First National Bank, as Executor of the Estate of Ivan J. Compton, deceased, and Seattle First National Bank, as Trustee under the Nolia Flint Compton Trust (collectively, the "Owner") and Wilbur G. Hallauer (the "Lessee") respecting the Northeast quarter and the East half of the Northwest quarter, less and except the South 480 feet thereof, all in Section 27, Township 22 North, Range 20 East, Willamette Meridian, being 291 acres, more or less, in Chelan County, State of Washington.

(a) Owner grants Lessee an easement over and across Owner's other real property situated in the West half of the Northwest quarter of Section 27, Township 22 North, Range 20 East, Willamette Meridian, in Chelan County, State of Washington, for ingress and egress from the property to Squilchuk Road No. 39. Except as provided in paragraph (b) such easement shall be confined to the farm road presently situated at the Northern-most boundary of Owner's other real property lying East of Squilchuk Road No. 39 and the use of such easement shall be limited to exploration purposes.

(b) If Lessee desires to use any other portion of Owner's other real property situated in the West half of the Northwest quarter of Section 27, Township 22 North, Range 20 East, Willamette Meridian, Chelan County, Washington, for ingress and egress to the property from Squilchuk Road No. 39, Owner grants to Lessee an easement over Owner's other real property, provided, however, that such easement shall connect with the Squilchuk County Road No. 39 at the Southern-most boundary of Owner's other real property in such Section 27 lying East of such road and be located so as to minimize damage to Owner's cultivated fields and

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orchards and disruption of Owner's farming operation and irrigation system. Prior to commencing such use Lessee shall pay Owner a reasonable compensation for the use of such easement and such compensation shall be in addition to all other amounts due Owner under the Mining Lease Agreement. In addition, such compensation shall not be included in determining whether Owner has received \$3,000,000.00 in royalties. In determining what is reasonable compensation the following factors shall be taken into consideration:

- (1) the number of vehicles of Lessee using the ingress and egress on a daily basis;
  - (2) the noise generated by Lessee's use of the ingress and egress;
  - (3) whether the vehicles using the ingress or egress are hauling material removed from Owner's property or whether such vehicles are hauling material removed from someone else's property;
  - (4) whether Lessee's vehicles are using the ingress and egress during the hours between 6:00 p.m. and 7:00 a.m.;
  - (5) the diminution in value of any of Owner's other real property resulting from Lessee's use of the ingress and egress;
  - (6) the cost to Lessee of alternative methods of ingress and egress to the property;
  - (7) the value of any trees or irrigation system damaged by the construction of the road; and
  - (8) the damage to Owner's other real property caused by construction of the road.
- Consideration of the amount of reasonable compensation shall not be limited to the foregoing factors but shall include any other relevant factor, whether similar or dissimilar in nature. In addition to all other amounts due under the Mining Lease Agreement, Lessee shall pay Owner for the damage to Owner's real property caused by the establishment of such easement.
- (c) In granting the easements herein, Owner shall not be responsible for constructing, maintaining or improving any roads or bridges utilized by Lessee in connection with these easements.

(d) Owner and its successors shall have the right to use the easements contained in the Mining Lease Agreement subject to reasonable traffic control established by Lessee.

2. Memorandum of Mining Lease dated November 1, 1982 between Michael E. and Tressa Compton and Wilbur G. Hallauer.

3. Memorandum of Mining Lease dated November 1, 1982 between Lyle Sears and Wilbur G. Hallauer.

4. Memorandum of Mining Lease dated November 1, 1982 with Doris Compton and Wilbur G. Hallauer.

5. Assignment of Mining Lease dated March 24, 1994 between Wilbur G. Hallauer (Assignor) and Ramrod Gold (U.S.A.) Inc. (Assignee) respecting the Compton Property.

3. Wenatchee Heights, Chelan County, Washington

Description of the Wenatchee Heights Property

16 individual leases totalling approximately 366 acres and located in SE 1/4 Section 27, SW 1/4 Section 26, NE 1/4 Section 34, all of Section 35, Township 22 North, Range 20 East, Willamette Meridian, Section 2, Township 21 North, Range 20 East, Willamette Meridian, excepting therefrom the W 1/2 of the W 1/2 of Section 2, Township 21 North, Range 20 East, Willamette Meridian, owned by B.J. Matthews

Agreements Relating to the Wenatchee Heights Property

1. Mining Lease Agreement by and between Norman P. Gutzwiller and Myra E. Gutzwiller and Wilbur G. Hallauer dated November 15, 1993 respecting those certain parcels of land all within Section 35, Township 22 North, Range 20 East, Willamette Meridian, described as follows:

Lot 1, Block 2, Wenatchee Heights Orchard Tracts, Chelan County, Washington, recorded in Volume 2 of Plats, Page 4; 2.65 acres in all. EXCEPTING THEREFROM any surface rights whatsoever pursuant to Paragraphs 2.A and 2.B of the subject Mining Lease Agreement on the South half of said Lot 1, Block 2. SUBJECT TO that certain mortgage recorded in the office of the Auditor of Chelan County, Washington as Instrument No. 76852, Book 739, Page 1795.

Lot 4, Block 2, Wenatchee Heights Orchard Tracts, Chelan County, Washington, recorded in Volume 2 of Plats, Page 4; 5.00 acres in all. EXCEPTING THEREFROM any surface rights whatsoever pursuant to Paragraphs 2.A and 2.B

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of the subject Mining Lease Agreement on the North half of said Lot 4, Block 2, SUBJECT TO that certain contract recorded in the office of the Auditor of Chelan County, Washington as Instrument No. 8510280016, Book 850, Page 372.

Lot 1, Block 7, Wenatchee Heights Orchard Tracts, Chelan County, Washington, recorded in Volume 2 of Plats, Page 4; 4.42 acres in all. SUBJECT TO that certain real estate contract recorded in the office of the Auditor of Chelan County, Washington as Instrument No. 798544, Book 763, Page 1647.

Lot 1, Block 1, First Addition to Wenatchee Heights Orchard Tracts, Chelan County, Washington, recorded in Volume 2 of Plats, Page 53; 5.00 acres in all.

Lot 2, Block 1, First Addition to Wenatchee Heights Orchard Tracts, Chelan County, Washington, recorded in Volume 2 of Plats, Page 53; 7.00 acres in all. SUBJECT TO that certain mortgage recorded in the office of the Auditor of Chelan County, Washington as Instrument of 768582, Book 739, Page 1795.

Lot 3, Block 1, First Addition to Wenatchee Heights Orchard Tracts, recorded in Volume 2 of Plats, Page 53; 2.11 acres in all. EXCEPTING THEREFROM the South 224.95 feet of the Lot as recorded in Book 986, Pages 2411 and 2412 in the office of the Auditor of Chelan County, Washington.

2. Mining Lease Agreement by and between May D. Gutzwiller and Wilbur G. Hallauer dated November 30, 1993 respecting those certain parcels of land all within Section 35, Township 22 North, Range 20 East, Willamette Meridian, described as follows: Lot 3, Block 1, Wenatchee Heights Orchard Tracts First Addition, Chelan County, Washington, recorded in Volume 2 of Plats, Page 53; 0.67 acres in all. EXCEPTING THEREFROM the North 279.65 feet as recorded in Book 986, Page 2412 in the office of the Auditor of Chelan County, Washington.

3. Mining Lease Agreement by and between Ronald J. Jagla, Brenda G. Jagla and Donald L. Jagla and Wilbur G. Hallauer dated December 16, 1993 respecting

Mineral

1. The Southwest quarter of Section 26, Township 22 North, Range 20 East, Willamette Meridian, Chelan County, State of Washington, as to 25% of the mineral estate, and EXCEPTING that portion conveyed to Chelan County for road purposes by instrument recorded April 10, 1974, and January 28, 1975, in Volume 720 and 724 of Deeds, Pages 671 and 1,766, under Auditor's Nos. 739267 and 746432, respectively.

2. The Southeast quarter of Section 27, Township 22 North, Range 20 East, Willamette Meridian, Chelan County, Washington, as to 100% of the mineral estate, and EXCEPTING that portion thereof conveyed to Chelan County for roadway by deeds recorded April 10, 1974, and January 28, 1975, under Auditor's Nos. 739267 and 746432, respectively.

Surface

1. The Southwest quarter of Section 26, Township 22 North, Range 20 East, Willamette Meridian, Chelan County, State of Washington, EXCEPT a parcel of land in the Southwest quarter of Section 26, Township 22 North, Range 20, Willamette Meridian, Chelan County, Washington, more particularly described as follows:

Commencing at the Southwest corner of said Section 26, an axle on the Southerly right of way of County Road No. 330, known as Jagla Road; thence North 89°27'00" East along the Southerly line of said Section 26 for 661.82 feet to a 5/8" x 2' iron rod and the True Point of Beginning for this description; thence continuing North 89°27'00" East along the Southerly line of said Section 26 for 1,958.66 feet to the South quarter corner of said Section 26 an axle at a fence corner; thence North 0°26'00" East along the North-South center of Section line of said Section 26 for 665.53 feet to a point; thence South 80°04'22" West for 855.68 feet to a 5/8" x 2' iron rod; thence South 75°23'21" West for 412.04 feet to a 5/8" x 2' iron rod; thence South 73°14'01" West for 297.58 feet to a 5/8" x 2' iron rod; thence South 51°42'48" West for 556.84 feet to a 5.8" x 2' iron rod and the True Point of Beginning.

2. The Southeast quarter of Section 27, Township 22 North, Range 20 East, Willamette Meridian, Chelan County, Washington EXCEPT a parcel of land in the Southeast quarter of Section 27, Township 22 North, Range 20, Willamette Meridian, Chelan County, Washington, more particularly described as follows:

Beginning at an axle that is the Southeast corner of said Section 27; thence North 0°44'45" West for 800.00 feet on the East line of Section 27 to a P.K. nail located on the centerline of Jagla Road; thence South 89°15'15" West for 30.00 feet to the West right of way line of Jagla Road to a 5/8 inch iron rod and the True Point of Beginning for this description; thence continuing South 87°15'15" West for 535.50 feet to a 5/8 inch iron rod; thence South 0°44'45" East for 377.13 feet to a 5/8 inch iron rod; thence North 88°33'45" West for 695.30 feet to a 5/8 inch iron rod; thence South 59°18'15" West for 318.71 feet to a 5/8 inch iron rod; thence South 1°24'10" West for 198.98 feet to a 5/8 inch iron rod located 30.00 feet North of and parallel to said South line for 1,424.76 feet to a 5/8 inch iron



rod on the North right of way line of Jagla Road that is the P.C. of a curve to the left defined by a delta angle of 92°14'22" and a radius of 86.88 feet; thence along said right of way curve to the left for 139.87 feet to a 5/8 inch iron rod that is the P.T. of said curve and the West right of way line of said Jagla Road; thence North 0°44'45" West along said right of way for 678.46 feet to a 5/8 inch iron rod and the True Point of Beginning, AND EXCEPT that portion of the South half of the Southeast quarter of Section 27, more particularly described as follows: Commencing at an axle that is the Southeast corner of said Section, 121.54 feet to a P.K. nail, thence continuing North 88°30'23" West along said Section line, 285.06 feet to a 5/8" x 2' iron rod on the Westerly right of way of Jagla Road and the True Point of Beginning for this description; thence continuing North 88°30'23" West along said Section line, 1,370.81 feet to a 5/8" x 2' iron rod; thence South 88°30'23" East, 231.16 feet to a 5/8" x 2' iron rod; thence South 1°24'10" West, 198.98 feet to a 5/8" x 2' iron rod located 30.00 feet North of the South line of said Section 27; thence South 88°30'23" East, 30.00 feet North of and parallel to said South line, 1,138.10 feet to a 5/8" x 2' iron rod on the Westerly right of way of Jagla Road; thence South 1°33'23" East along said right of way, 30.04 feet to a 5/8" x 2' iron rod on the South line of said Section 27 and the True Point of Beginning.

4. Mining Lease Agreement by and between Glen H. Reisswig and Carole M. Reisswig and Wilbur G. Hallauer dated December 22, 1993 respecting those certain parcels of land all within Section 35, Township 22 North, Range 20 East, Willamette Meridian, described as follows: Lots 7 and 8, Block 2, Wenatchee Heights Orchard Tracts, Chelan County, Washington, recorded in Volume 2 of Plats, Page 4; 9.10 acres in all. SUBJECT TO that certain Deed of Trust recorded in the office of the Auditor of Chelan County, Washington as Instrument No. 772357, Book 742, Page 1398.

5. Wenatchee Heights Agreement dated January 7, 1994 between Ramrod Gold (U.S.A.), Inc. and Wilbur G. Hallauer respecting SE 1/4 Section 27, SW 1/4 Section 26, NE 1/4 Section 34, all of Section 35, Township 22 North, Range 20 East, Willamette Meridian, Section 2, Township 21 North, Range 20 East, Willamette Meridian, excepting therefrom the W 1/2 of the W 1/2 of Section 2, Township 21 North, Range 20 East, Willamette Meridian, owned by B.J. Mathews.

6. Mining Lease Agreement by and between Daniel Ray Jagla and Wilbur G. Hallauer dated January 17, 1994 respecting an undivided one-eighth (1/8) interest in the mineral rights and appurtenant rights in the SW 1/4 of Section 26, Township 22 North, Range 20 East, Willamette Meridian, Chelan County, Washington, pursuant to a Deed from Leonard B. Jagla dated August 30, 1989, recorded September 12, 1989 in Book 916 of Deeds at Pages 1604-05.

7. Mining Lease Agreement by and between Ted Leonard Jagla and Willbur G. Hallauer dated January 31, 1994 respecting an undivided one-thirty second (1/32) interest in the mineral rights and appurtenant rights in the SW 1/4 of Section 26, Township 22 North, Range 20 East, Williamette Meridian, Chelan County, Washington, pursuant to a Deed from Leonard B. Jagla dated August 30, 1989, recorded September 12, 1989 in Book 916 of Deeds at Pages 1604-05.

8. Mining Lease Agreement by and between Kimberly Jagla and Willbur G. Hallauer dated February 1, 1994 respecting an undivided one-thirty second (1/32) interest in the mineral rights and appurtenant rights in the SW 1/4 of Section 26, Township 22 North, Range 20 East, Williamette Meridian, Chelan County, Washington, pursuant to a Deed from Leonard B. Jagla dated August 30, 1989, recorded September 12, 1989 in Book 916 of Deeds at Pages 1604-05.

9. Mining Lease Agreement by and between Karla Jagla and Willbur G. Hallauer dated February 4, 1994 respecting an undivided one-thirty second (1/32) interest in the mineral rights and appurtenant rights in the SW 1/4 of Section 26, Township 22 North, Range 20 East, Williamette Meridian, Chelan County, Washington, pursuant to a Deed from Leonard B. Jagla dated August 30, 1989, recorded September 12, 1989 in Book 916 of Deeds at Pages 1604-05.

10. Mining Lease Agreement by and between Jerry A. Wentz and Christal A. Wentz and Willbur G. Hallauer dated February 9, 1994 respecting those certain parcels of land all within Section 35, Township 22 North, Range 20 East, Williamette Meridian, described as follows:

Parcel A:

Lot 7, Block 1, Plat of Wenatchee Heights Orchard Tracts, Chelan County, Washington, according to the plat thereof recorded in volume 2 of Plats, Page 4, EXCEPT that portion thereof described as follows:

Commencing at the Southwest corner of said Lot 7; thence North along the West line of said lot for 435.6 feet; thence East parallel to the South line of Lot 7 for 100 feet; thence South parallel to the West line thereof to the South line of Lot 7; thence West along the South line thereof to the True Point of Beginning; 1.00 acres in all. SUBJECT TO that certain real estate contract recorded in the office of the Auditor of Chelan County, Washington as Instrument No. 9208280102, Book 977, Page 0068.

Parcel B:

That portion of Lot 7, Block 1, Wenatchee Heights Orchard Tracts, Chelan County, Washington, according to the plat thereof recorded in Volume 2 of Plats, Page 4, described as follows:

Commencing at the Southwest corner of said Lot 7; thence North along the West line of said lot for 435.6 feet; thence East parallel to the South line of Lot 7 for 100 feet; thence South parallel to the West line thereof to the South line of Lot 7; thence West along the South line thereof to the True Point of Beginning; 4.00 acres in all.

11. Mining Lease Agreement by and between Donna Marie Jagla Hoiness and Wilbur G. Hallauer dated February 14, 1994 respecting an undivided one-eighth (1/8) interest in the mineral rights and appurtenant rights in the SW 1/4 of Section 26, Township 22 North, Range 20 East, Willamette Meridian, Chelan County, Washington, pursuant to a Deed from Leonard B. Jagla dated August 30, 1989, recorded September 12, 1989 in Book 916 of Deeds at Pages 1604-05.

12. Mining Lease Agreement by and between James P. Jagla and Wilbur G. Hallauer dated February 14, 1994 respecting an undivided one-eighth (1/8) interest in the mineral rights and appurtenant rights in the SW 1/4 of Section 26, Township 22 North, Range 20 East, Willamette Meridian, Chelan County, Washington, pursuant to a Deed from Leonard B. Jagla dated August 30, 1989, recorded September 12, 1989 in Book 916 of Deeds at Pages 1604-05.

13. Mining Lease Agreement by and between Terry E. Van Dornen and Wilbur G. Hallauer dated February 14, 1994 respecting those certain parcels of land all within Section 35, Township 22 North, Range 20 East, Willamette Meridian, Chelan County, Washington, according to the plat thereof recorded in Volume 2 of Plats, Page 4; 5.00 acres in all.

14. Mining Lease Agreement by and between Margaret Diane Jagla Darlington and Wilbur G. Hallauer dated February 16, 1994 respecting an undivided one-eighth (1/8) interest in the mineral rights and appurtenant rights in the SW 1/4 of Section 26, Township 22 North, Range 20 East, Willamette Meridian, Chelan County, Washington, pursuant to a Deed from Leonard B. Jagla dated August 30, 1989, recorded September 12, 1989 in Book 916 of Deeds at Pages 1604-05.

15. Mining Lease Agreement by and between Dorothy Louise Jagla Brunner and Wilbur G. Hallauer dated February 17, 1994 respecting an undivided one-eighth (1/8) interest in the mineral rights and appurtenant rights in the SW 1/4 of Section 26, Township 22 North, Range 20 East, Willamette Meridian, Chelan County,



15 unpatented contiguous mining claims situated in the western half of Section 11, Township 4 North, Range 10 East, MDM, Calaveras County, California, covering all of

Description of the Campo Seco Property

Campo Seco, Calaveras County, California

4.

Commencing at the Southwest corner of said Section 26, an axle on the Southerly right of way of County Road No. 330, known as Jagla Road; thence North 89°27'00" East along the Southerly line of said Section 26 for 661.82 feet to a 5/8" x 2' iron rod and the True Point of Beginning for this description; thence continuing North 89°27'00" East along the Southerly line of said Section 26 for 1,958.66 feet to the South quarter corner of said Section 26, an axle at the fence corner; thence North 0°26'00" East along the North-South center of Section line of said Section 26 for 663.53 feet a point; thence South 80°04'22" West for 855.68 feet to a 5/8" x 2' iron rod; thence South 75°23'21" West for 412.04 feet to a 5/8" x 2' iron rod; thence South 73°14'01" West for 297.58 feet to a 5/8" x 2' iron rod; thence South 51°42'48" West for 556.84 feet to a 5/8" x 2' iron rod and the True Point of Beginning, EXCEPT THEREFROM, any mineral rights whatsoever; containing 20.00 acres in all.

And together with for surface only, that certain parcel of land located in Chelan County, Washington (Chelan County Auditor recorded instrument #814959, Volume 777, pages 1422 and 1423) within the Southwest quarter of Section 26, Township 22 North, Range 20 East, Williamette Meridian, described as follows:

Lot 4 and Lot 5, Block 1, Wenatchee Heights Orchard Tracts, Chelan County, Washington, according to the record plat thereof, 10.00 acres in all.

17. Mining Lease Agreement dated October 21, 1994 between Milton H., Ann H. Bohart and Robert H. Bohart and Wilbur G. Hallauer for minerals and surface those certain parcels of land located in Chelan County, Washington, all within Section 35, Township 22 North, Range 20 East, Williamette Meridian, described as follows:

16. Mining Lease Agreement by and between Deanna Jagla and Wilbur G. Hallauer dated February 25, 1994 respecting an undivided one-thirty second (1/32) interest in the mineral rights and appurtenant rights in the SW 1/4 of Section 26, Township 22 North, Range 20 East, Williamette Meridian, Chelan County, Washington, pursuant to a Deed from Leonard B. Jagla dated August 30, 1989, recorded September 12, 1989 in Book 916 of Deeds at Pages 1604-05.

Washington, pursuant to a Deed from Leonard B. Jagla dated August 30, 1989, recorded September 12, 1989 in Book 916 of Deeds at Pages 1604-05.

161 unpatented mining claims known as the NP #16 - 23, 53 - 78, 100, 102, 104 - 222, and 241 - 246 situate in Sections 1, 2, 12 and 13, Township 20 North, Range 39 East, Sections 5, 6, 7 and 8, Township 20 North, Range 40 East, Sections 25, 35 and 36, Township 21 North, Range 39 East, and Sections 29, 30, 31 and 32, Township 21 North, Range 40 East, Churchill County, Nevada

Description of the New Pass Property

New Pass, Churchill County, Nevada

5.

1. Agreement made April 9, 1987 between Callahan Mining Corporation and Strongbow Resource Corporation of America

Agreements Relating to the Camp Seco Property

Claim Name	BLM No.	Document No.	Claim Name	BLM No.	Document No.
Mike #1	CAMC0259883	993 013438	Mike #3	CAMC0259885	993 013440
Mike #2	CAMC0259884	993 013439			

- and -

Claim Name	BLM Serial Number	Book	Page	Book	Page
Lauren 3	134459	660	565	716	440
Lauren 4	134460	660	566	716	441
Lauren 5	134461	660	567	716	441
Lauren 6	134462	660	568	716	441
Lauren 7	134463	660	569	716	442
Lauren 8	134464	660	570	716	442
Lauren 9	134465	660	571	716	442
Lauren 10	134466	660	572	716	443
Lauren 11	134467	660	573	716	443
Lauren 12	134468	660	574	716	443
Lauren 13	134469	660	575	716	444
Lauren 14	134470	660	576	716	444

Parcel 71 (except the 20 acres patented mineral property called the Nigger Hill Shale Mine, M.S. 4917) and all of parcel 48, being more fully described as follows:

Agreements relating to the New Pass Property

Not applicable.

Pinon, Elko County, Nevada

Description of the Pinon Property

208 unpatented mineral claims known as the PI #1 - 208, situate in Sections 6, 10, 14, 18, 19, and 30 of Township 29 North, Range 53 East, Section 36 of Township 30 North, Range 52 East, and Sections 32 of Township 30 North, Range 53 East, Elko County, Nevada

Agreements Relating to the Pinon Property

Not Applicable.

Crystal Butte, Okanogan County, Washington

7.

Description of the Crystal Butte Property and the Agreements relating thereto

An undivided 8.33% net profits royalty interest in 33 unpatented mining claims situate in Okanogan County, Washington, more particularly described as follows:

PART I - UNDERLYING AGREEMENTS

Agreement No. 1: Mining Property Lease Option dated February 15, 1984 between Mineral Ventures (doing business as MINVENT INC.) and Keystone Gold Ltd., as amended and affected by the following instruments:

- (1) Quit-Claim Deed from Keystone Gold Ltd. to Keystone dated August 15, 1988 and recorded at Okanogan County Recorder's Office on October 25, 1988 in Book 77 at Page 249.
- (2) Notice and Assignment dated September 9, 1988 executed by Mineral Ventures, Keystone, Minvent and Keystone Gold Ltd.

Properties Subject to Agreement No. 1:

BM #12 and #14 through #25, unpatented mining claims filed with Auditor September 7, 1983, Book 47, filed with BLM September 19, 1984 containing ORMC No.'s 0066520 and 0066522 through 0066533, all located in Myers Creek Mining District, Sections 25 and 26, Township 40 North, Range 30 East, W.M. Okanogan County, Washington.

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The following unpatented mining claims located in Section 25, Township 40 North, Range 30 East, WM, Okanogan County, Washington:

Claim Name	Record Date	County	Page	Record Number	BLM Number
KG 13	10/11/84	54	2715	714064	ORMC 0078922
KG 14	10/11/84	54	2716	714065	ORMC 0078923
KG 26	5/13/88	54	1636	748965	ORMC 104693
KG 28	5/13/88	54	1638	748967	ORMC 104695
KG 30	5/13/88	54	1640	748969	ORMC 104697
KG 32	5/13/88	54	1642	748971	ORMC 104699
KG 34	5/13/88	54	1644	748973	ORMC 104701
KG 36	5/13/88	54	1646	748075	ORMC 104703
KG 38	5/13/88	54	1648	748077	ORMC 104705
KG 40	5/13/88	54	1650	748079	ORMC 104707
KG 42	5/13/88	54	1652	748081	ORMC 104709
KG 43	5/13/88	54	1653	748082	ORMC 104710
KG 44	5/13/88	54	1654	748083	ORMC 104711
KG 45	5/13/88	54	1655	748084	ORMC 104712

The following unpatented mining claims are legally and beneficially owned by Keystone, all of which are located in Sections 23, 26, and 34, Township 40 North, Range 30 East, Willamette Meridian, Myers Creek Mining District, Okanogan County, Washington:

**PART II - UNPATENTED MINING CLAIMS**

Claim Name	Book	Page	BLM Serial No.
Arno I	19	259A	OR MC 0028800
Amended	77	2859	
Gap I	77	2793	OR MC 0109517

The following unpatented mining claims located in Sections 23, 25 and 26, Township 40 North, Range 30 East, W.M. in the Myers Creek Mining District, Okanogan County, Washington:

Properties Subject to Agreement No. 2:

Agreement No. 2: Boundary Line Agreement and Quitclaim Deed dated January 4, 1991 among Keystone, Orvana Resources Corp., Battle Mountain Gold Company, Crown Resources Corporation and Crown Resource Corp. of Colorado.

- (1) Amending Agreement (the "First Amending Agreement") dated April 2, 1985 between Burroughs, Ronald C. Yanke and Linda L. Yanke (collectively "Yanke"), Atlanta Gold Corporation of America, Inc. and Atlanta Gold Corporation amending the Burroughs Agreement
- (2) Notice of Election to Exercise Option to Lease Mining Property addressed to Burroughs from Yanke
- (3) Amending Agreement (the "Royalty Amending Agreement") dated December 12, 1985 between Burroughs, Yanke, Atlanta Gold Corporation of America Inc., and Atlanta Gold Corporation further amending the Burroughs Agreement
- (4) Safe Keeping Agreement dated July 31, 1985 between Burroughs, Yanke, Atlanta Gold Corporation of America, Inc. and Atlanta Gold Corporation
- (5) Assignment Agreement made as of April 12, 1985 and a further Assignment Agreement made as of December 12, 1985 between Yanke, Atlanta Gold Corporation of America Inc., and Atlanta Gold Corporation whereby Yanke assigned to Atlanta Gold Corporation all of Yanke's right, title and interest in and

*Agreement No. 1: Mining Lease (the "Burroughs Agreement") dated December 22, 1981 between A.H. Burroughs III, Karen Knipe Weaver and O.H. Davison Jr., as members of the Board of Trustees of the Testamentary Trusts created pursuant to Article Fifth of the Last Will and Testament of A.H. Burroughs, Jr. (collectively "Burroughs") and Ronald C. Yanke, as amended and effected by the following instruments:*

**PART I - UNDERLYING AGREEMENTS**

Description of the Atlanta Gold Property and the Agreements relating thereto

- 8. Atlanta Gold, Elmore County, Idaho
- 1. Special Warranty Deed made, March 17, 1995 between Ramrod Gold (U.S.A.) Inc. and Keystone Gold, Inc.

MORE PARTICULARLY DESCRIBED ABOVE:

**PART III - AGREEMENTS RELATING TO THE CRYSTAL BUTTE PROPERTY AS**

Claim Name	BLM Serial No.	Claim Name	BLM Serial No.
Roo 16	128360	Roo 19	128364
Roo 15	128350	Roo 18	128363

Claim Name	Lot No.	Mineral Survey No.	Recorded Patent Records
Atlanta	44		19 45
Atlanta No. 1	57	539	15 190
Atlanta No. 2	58	540	15 178
Atlanta No. 3	59-A	541-A	15 195
Atlanta No. 4	60-A	542-A	15 182
Atlanta No. 5	61-A	543-A	15 186
General Petit No. 1		2209	15 499
General Petit No. 2		2209	15 499
General Petit No. 3		2209	15 499
Old Chunk		787	15 203
Atlanta East Extension		788	15 207
Monarch	37		15 5
Daley (Daily)	39-A		15 350
Silver Tide	45-A		15 334
Last Chance	55		19 63
Brick Pomeroy	1171		19 60
Last Chance No. 2		3266	19 241
Silver Tide Fraction		3266	19 241
Kirby Fraction		3266	19 241
Lena		3266	19 241

The following patented Mining Claims in Elmore County, Idaho:

Properties Subject to Agreement No. 1:

- (8) Amending Agreement made as of March 6, 1995 between Burroughs, Atlanta Gold Corporation of America Inc., and Atlanta Gold Corporation amending the Burroughs Agreement as amended by the First Amending Agreement, the Royalty Amending Agreement, and the Relocation Amending Agreement
  - (7) Amending Agreement (the "Relocation Amending Agreement") made as of February 21, 1991 between Burroughs, Yanke, Atlanta Gold Corporation of America Inc., and Atlanta Gold Corporation
  - (6) Request for Consent to Assignment of Residual Interest of Yanke addressed to Burroughs from Yanke
- to the Burroughs Agreement as amended by the First Amending Agreement and the Royalty Amending Agreement



Claim Name	Lot No.	Mineral Survey No.	BLM Index No.
Hill and Davis	15	15	230

The following patented mining claim situate in Section 10 of Township 5 North, Range 11 East, Boise Meridian (S/2 SE), Elmore County, Idaho:

*Properties Subject to Agreement No. 3:*

*Agreement No. 3:* Mining Property Lease and Option to Purchase effective December 1, 1986 between Mary Lucille Born, Peter Johns and A. Stanley Rhees and Atlanta Gold Corporation of America Inc.

Claim Name	BLM IMC No.	Claim Name	BLM IMC No.
MIG	163678	MIG 7-9	174707 - 174709
MIG 1	163679	MIG 10-35	163688 - 163713
MIG 2	174706	Polar Bear	163724
MIG 3-6	163681 - 163684	Polar Bear No. 1 - No. 11	163725 - 163735

The following unpatented mining claims in Elmore County, Idaho:

*Properties Subject to Agreement No. 2:*

*Agreement No. 2:* Lease Agreement dated April 19, 1988 between C. William Gardner (a/k/a/ Chester William Gardner) and Rita Marie Gardner and Atlanta Gold Corporation of America, Inc. as amended by a Lease Amending Agreement dated February 20, 1991

- (1) Silveride Millsite - Lot 45B, Book 15 of Patents, P. 334;
- (2) Grouse Creek No. 1 Millsite - Mineral Survey 1172; and
- (3) Grouse Creek No. 2 Millsite - Mineral Survey 1173.

The following patented millsite claims situated in Elmore County, State of Idaho:

Claim Name	BLM IMC No.	Claim Name	BLM IMC No.
Beta	163771	John Bascom No. 2	163718
Beta No. 1 - No. 5	163772-163776	Trustee No. 1 - No. 5	163719-163723
John Bascom No. 1	163717		

The following unpatented claims in Elmore County, Idaho:

Agreement No. 5: Deed to Mining Claims dated April 14, 1994 between Forsberg Bros., Inc. and Atlanta Gold Corporation of America, Inc.

Claim Name	BLM IMC No.	Claim Name	BLM IMC No.
Minerva No. 9	19347	Continuation Millsite	19349
Minerva No. 8	19346	Decker Place	19348
Minerva No. 7	18345		

The following unpatented mining claims and millsite in Elmore County, Idaho:

- and -

Claim Name	Lot No.	Patent No.
Alaska No. 1	53-A Undivided one-half interest	13,047
Alaska No. 2	54 Undivided one-half interest	12,987
B.W. Warner Millsite	53-B Undivided one-half interest	

- and -

Claim Name	Mineral Survey No.	Elmore County - Quartz, Placer or Millsite Records
Minerva	2157	Book 15 of Patents, Page 475
Minerva No. 2	2157	Book 15 of Patents, Page 475
Minerva No. 3	2157	Book 15 of Patents, Page 475
Minerva No. 4	2157	Book 15 of Patents, Page 475
Minerva No. 5	2157	Book 15 of Patents, Page 475
Minerva No. 6	2157	Book 15 of Patents, Page 475
Hattie (sometimes erroneously referred to as Hattie Alaska Lot 54)		

The following patented mining claims in Elmore County, Idaho:

Properties Subject to Agreement No. 4:

Agreement No. 4: Lease Agreement dated March 4, 1988 as amended November 13, 1989 between Olive Lucy Hollenbeck and Atlanta Gold Corporation of America Inc.



Claim Name	BLM IMC No.	Claim Name	BLM IMC No.
AGC No. 1	174701	AN 1 - 2	174703 - 174704
AGC No. 2	173540	AN 3	163619
AGC No. 3 - 4	163545 - 163546	AN 4	174705
AGC No. 5	174702	AN 5 - 6	163621 - 163622
AGC No. 6 - 17	163548 - 163559	AN 9 - 10	163625 - 163626
AGC No. 18-20	173541 - 173543	AN 13 - 14	163629 - 163630
AGC No. 21 - 22	163563 - 163564	AN 17 - 18	163633 - 163634
AGC No. 23	173544	AN 21	163637
AGC 28	163570 - 163571	AN 24	163640
AGC 31 - 32	163573 - 163574	FLINT 1 - 2	163643 - 163644
AGC 35	163577	FLINT 5 - 23	163647 - 163665
AGC 38 - 45	163580 - 163587	FLINT 25	163667
AGC 48 - 56	163588 - 163596	FLINT 27	163669
AGC 60 - 61	163599 - 163600	ANNA	163614
AGC 71 - 72	163610 - 163611	TAHOMA 3	163715
AGC 78 - 79	173545 - 173546	HERCULES 2	163716

The following unpatented mining claims in Elmore County, Idaho:

PART II - THE UNPATENTED MINING CLAIMS:

AND a tract of land in Section 10, Township 5 North, Range 11 East, Boise Meridian, Elmore County, Idaho, more particularly described as follows:  
 The TAHOMA No. 2, Patent No. 27282, Mineral Certificate No. 430; recorded in the General Land Office in Volume 282, pages 202 - 204, inclusive.

Name of Lode Mining Claim	Patent No.	Mineral Survey No.
Tahoma	20613	915
West Tahoma	20614	916
Nettie	20985	917

That certain parcel or parcels of real property situated in Sections 3 and 10, Township 5 North, Range 11 East, Boise Meridian, Elmore County, Idaho, more particularly described as follows:

Properties Subject to Agreement No. 5:

PART III - AGREEMENTS RELATING TO THE

ATLANTA PROPERTY AS MORE PARTICULARLY DESCRIBED ABOVE:

- (1) Exploration Agreement made as of November 16, 1993 between Atlanta Gold Corporation of America Inc. and Ramrod Gold (U.S.A.) Inc.
- (2) Extension Agreement made as of April 22, 1996 between Atlanta Gold Corporation of America Inc. and Ramrod Gold (U.S.A.) Inc. to the November 16, 1993 Exploration Agreement made between the parties

C O P Y

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SCHEDULE "B"

Particulars of the Properties of Westmont Gold Inc. and the Agreements relating thereto

1. Bullion Monarch, Eureka County, Nevada

Description of the Bullion Monarch Property

Portions of Sections 2, 10, 11 and 12 of Township 35 North, Range 50 East, Eureka County, Nevada

Agreements Relating to the Bullion Monarch Property

1. Agreement dated July 31, 1986 between Westmont Gold Inc. and Nicor Minerals Inc. relating to a 10% net profits interest. To date Nicor has elected not to burden the Bullion Monarch Property.

2. Agreement dated August 7, 1990 between High Desert Mineral Resources, Inc. and Bullion-Monarch Venture pursuant to which Westmont Gold Inc. has the right to receive 30% of a 1% net smelter return royalty of production from the Bullion Monarch project.

2. CISS, Elko County, Nevada

Description of the CISS Property

18 unpatented mining claims situate in Section 26, Township 30 North, Range 53 East, Elko County, Nevada, more particularly described as:

Name	Date Located	Date Recorded	Elko County Recordation Page	Dated Filed w/BLM	BLM NMC Serial No.
CISS #88	2/27/87	5/19/87	560	5/21/87	407936
CISS #89	2/27/87	5/19/87	560	5/21/87	407937
CISS #90	2/27/87	5/19/87	560	5/21/87	407938
CISS #91	2/27/87	5/19/87	560	5/21/87	407939
CISS #92	2/27/87	5/19/87	560	5/21/87	407940
CISS #93	2/27/87	5/19/87	560	5/21/87	407941
CISS #94	2/27/87	5/19/87	560	5/21/87	407942
CISS #95	2/27/87	5/19/87	560	5/21/87	407943

1. Mining Lease Agreement dated October 28, 1987 between Dennis Tate and Kelle Tate and Westmont Mining Inc. (as assigned to Westmont Gold Inc.) respecting the Lucky #1 - 13 claims.

Agreements Relating to the Coleman Canyon Property

An additional 53 unpatented mining claims known as the WC #1 - 39, 41, and 43-55 situate in Sections 2, 3, 10, 14, and 15 of Township 44 North, Range 55 East, Elko County, Nevada

CLAIM NAMES AND NUMBERS					
Name	County Recordation	Book	Page	Name	County Recordation
Lucky #1	494	NMC 342848	135	Lucky #8	494
Lucky #2	494	NMC 342849	136	Lucky #9	494
Lucky #3	494	NMC 342850	137	Lucky #10	494
Lucky #4	494	NMC 342851	138	Lucky #11	494
Lucky #5	494	NMC 342852	139	Lucky #12	494
Lucky #6	494	NMC 342853	140	Lucky #13	494
Lucky #7	494	NMC 342854	141		

13 unpatented mining claims totalling 260 acres located in Sections 11 and 12, Township 44 North, Range 55 East, M.D.B. & M., being the Lucky #1-13, particulars of which are as follows:

Description of the Coleman Canyon Property

Coleman Canyon, Elko County, Nevada

Not applicable.

Agreements Relating to the Ciss Property

CISS #96	2/27/87	5/19/87	560	399	5/21/87	407944
CISS #97	2/27/87	5/19/87	560	400	5/21/87	407945
CISS #98	2/27/87	5/19/87	560	401	5/21/87	407946
CISS #99	2/27/87	5/19/87	560	402	5/21/87	407947
CISS #100	2/27/87	5/19/87	560	403	5/21/87	407948
CISS #101	2/27/87	5/19/87	560	404	5/21/87	407949
CISS #102	2/27/87	5/19/87	560	405	5/21/87	407950
CISS #103	2/27/87	5/19/87	560	406	5/21/87	407951
CISS #104	2/27/87	5/19/87	560	407	5/21/87	407952
CISS #105	2/27/87	5/19/87	560	408	5/21/87	407953

Claim Name & No.	BLM Serial No.
JAK 1 - 52	NMC 185927 - 185978
JAK 53 - 100	NMC 204965 - 205012
JAK 101 - 180	NMC 246930 - 247009

180 contiguous unpatented lode mining claims totalling 3,600 acres comprised of Sections 2, 3 and 4, Township 28 North, Range 53 East, and Sections 14, 15, 22, 23, 26, 27, 33, 34 and 35, Township 29 North, Range 53 East situate in the Larabee Mining District, Elko County, Nevada, more particularly described as:

Description of the Pony Creek Property

5. Pony Creek, Elko County, Nevada

1. Agreement dated July 31, 1986 between Westmont Gold Inc. and Nicor Minerals Inc. relating to a 10% net profits interest. To date Nicor has elected not to burden the New Pass Property.
2. Agreement, Assignment and Conveyance of Net Profits Royalty Interest dated October 31, 1986 between Nicor Mineral Ventures (as assigned to Westmont Gold, Inc.) and Nicor Minerals Inc., as amended on November 9, 1988, pursuant to which Nicor Minerals Inc. has a net profits royalty interest in the New Pass project.

Agreements Relating to the New Pass Property

50 unpatented mining claims known as the Pass #1 - 15, 24 - 36, 79 - 97, 99, 101 situate in Sections 1 and 6, Township 20 North, Range 40 East, Section 36, Township 21 North, Range 39 East, and Sections 6, 31 and 32, Township 21 North, Range 40 East, Churchill County, Nevada

Description of the New Pass Property

4. New Pass, Churchill County, Nevada

2. Quitclaim Deed dated January 18, 1994 whereby Dennis Tate and Kelle Tate relinquished 90% of their interest in the Lucky #1 - 13 claims to Jerry A. and Carol R. Davis.
3. Letter Agreement dated October 31, 1995 between Aur Resources (USA) Inc. and Westmont Gold Inc. together with side letter agreement dated October 31, 1995 between Aur Resources (USA) Inc. and Westmont Gold Inc. respecting the Lucky #1 - 13 claims.

Agreements Relating to the Pony Creek Property

1. Venture Agreement made as of May 1, 1990 between Newmont Exploration Limited (as to 40%) and Westmont Gold Inc. (as to 60%) as amended by way of Amendment to Venture Agreement dated June 1, 1994.

6. Tess, Elko County, Nevada

Description of the Tess Property

109 unpatented lode mining claims, namely Tess #1-80, 83-103 located in Sections 28, 30 and 32, Township 32 North, Range 53 East and Section 6, Township 31 North, Range 53 East (4 non-contiguous sections), and Tess #81, 82, 104-109 located in Section 30, Township 32 North, Range 53 East, Elko County, more particularly described as:

Claim Name	Serial No.	Claim Name	Serial No.	Claim Name	Serial No.	Claim Name	Serial No.
Tess #1	357033	Tess #29	357061	Tess #57	357089	Tess #85	357115
Tess #2	357034	Tess #30	357062	Tess #58	357090	Tess #86	357116
Tess #3	357035	Tess #31	357063	Tess #59	357091	Tess #87	357117
Tess #4	357036	Tess #32	357064	Tess #60	357092	Tess #88	357118
Tess #5	357037	Tess #33	357065	Tess #61	357093	Tess #89	357119
Tess #6	357038	Tess #34	357066	Tess #62	357094	Tess #90	357120
Tess #7	357039	Tess #35	357067	Tess #63	357095	Tess #91	407766
Tess #8	357040	Tess #36	357068	Tess #64	357096	Tess #92	407767
Tess #9	357041	Tess #37	357069	Tess #65	357097	Tess #93	407768
Tess #10	357042	Tess #38	357070	Tess #66	357098	Tess #94	407769
Tess #11	357043	Tess #39	357071	Tess #67	357099	Tess #95	407770
Tess #12	357044	Tess #40	357072	Tess #68	357100	Tess #96	407771
Tess #13	357045	Tess #41	357073	Tess #69	357101	Tess #97	407772
Tess #14	357046	Tess #42	357074	Tess #70	357102	Tess #98	407773
Tess #15	357047	Tess #43	357075	Tess #71	357103	Tess #99	407774
Tess #16	357048	Tess #44	357076	Tess #72	357104	Tess #100	407775
Tess #17	357049	Tess #45	357077	Tess #73	357105	Tess #101	407776
Tess #18	357050	Tess #46	357078	Tess #74	357106	Tess #102	407777
Tess #19	357051	Tess #47	357079	Tess #75	357107	Tess #103	407778
Tess #20	357052	Tess #48	357080	Tess #76	357108	Tess #104	482733
Tess #21	357053	Tess #49	357081	Tess #77	357109	Tess #105	482734
Tess #22	357054	Tess #50	357082	Tess #78	357110	Tess #106	482735
Tess #23	357055	Tess #51	357083	Tess #79	357111	Tess #107	482736
Tess #24	357056	Tess #52	357084	Tess #80	357112	Tess #108	482737
Tess #25	357057	Tess #53	357085	Tess #81	482731	Tess #109	482738
Tess #26	357058	Tess #54	357086	Tess #82	482732		
Tess #27	357059	Tess #55	357087	Tess #83	357113		
Tess #28	357060	Tess #56	357088	Tess #84	357114		

- 3. An 11.11% (1/9) mineral interest in and to the property more particularly described as:  
 Section 1 of Township 29 North, Range 52 East, Sections 1, 3, 10 and 11 and portions of Sections 5, 7, 8, 9, 10, 15, 17, 19, 21, 29, 31 and 33 of Township 29 North, Range 53 East, Section 25 of Township 30 North, Range 52 East, and Sections 34 and 35 and portions of Sections 25, 31 and 33 of Township 30 North, Range 53 East situate in the Elko and Eureka Counties, Nevada.
- 2. An 8.33% (1/12) mineral interest in and to the property more particularly described as:  
 A 22.22% (2/9) mineral interest in and to the property more particularly described as a portion of Section 25 of Township 30 North, Range 53 East, Elko County, Nevada.

Description of the Pinon Property

8. Pinon, Elko and Eureka Counties, Nevada

- 1. Mining Lease Agreement made effective June 20, 1990 between Yole N. Tomera, individually, and Yole Tomera, as Trustee of the Edward W. Tomera Testamentary Trust and Westmont Gold Inc.

Agreements Relating to the Tomera Property

Approximately 263 acres situate in Elko County, Nevada more particularly described as follows:  
 100% mineral and surface interest in and to the West half of Section 7, Township 31 North, Range 54 East, MDB&M

Description of the Tomera Property

7. Tomera, Elko County, Nevada

- 1. Joint Venture Agreement dated June 1, 1992 between Westmont Gold Inc. (as to 25%) and Newmont Exploration Limited (as to 75%).

Agreements Relating to the Tess Property



Agreements Relating to the Pinon Property

Section 1 of Township 28 North, Range 52 East, Section 25 of Township 29 North, Range 52 East, and Sections 34 and 35 and portions of Section 25 of Township 30 North, Range 52 East situate in Elko County, Nevada.

1. Mining Lease dated July 7, 1987 between Filbert Eicheverry and Norma Eicheverry and Michael Eicheverry and Margaret Eicheverry doing business as Eureka Lifestock Company and Westmont Mining, Inc. (as assigned to Westmont Gold, Inc.) respecting a 22.22% (2/9) mineral interest in and to the property more particularly described as:

A portion of Section 25 of Township 30 North, Range 53 East, Elko County, Nevada.

2. Mining Lease dated April 28, 1988 between Oscar L. Rudnick and Westmont Gold Inc. as amended by Letter Agreement dated June 15, 1988 respecting a 8.33% (1/12) mineral interest in and to the property more particularly described as:

Section 1 of Township 29 North, Range 52 East, Sections 1, 3, 10 and 11 and portions of Sections 5, 7, 8, 9, 10, 15, 17, 19, 21, 29, 31 and 33 of Township 29 North, Range 53 East, Section 25 of Township 30 North, Range 52 East, and Sections 34 and 35 and portions of Sections 25, 31 and 33 of Township 30 North, Range 53 East situate in the Elko and Eureka Counties, Nevada.

3. Mining Lease dated August 1, 1988 between the Oscar Rudnick Testamentary Trust and Westmont Gold, Inc. respecting a 11.11% (1/9) mineral interest in and to the property more particularly described as:

Section 1 of Township 28 North, Range 52 East, Section 25 of Township 29 North, Range 52 East, and Section 34 and 35 and portions of Section 25 of Township 30 North, Range 52 East situate in Elko County, Nevada.

Section 1 of Township 28 North, Range 52 East, Section 25 of Township 29 North, Range 52 East, and Section 34 and 35 and portions of Section 25 of Township 30 North, Range 52 East situate in Elko County, Nevada.

Section 1 of Township 28 North, Range 52 East, Section 25 of Township 29 North, Range 52 East, and Section 34 and 35 and portions of Section 25 of Township 30 North, Range 52 East situate in Elko County, Nevada.

Legal

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*Dean Heller*  
DEAN HELLER  
Secretary of State  
By *D. Johnson*



JUN 19 '96

STATE OF NEVADA  
Secretary of State  
I hereby certify that this is a  
true and complete copy of  
the document as filed in this  
office.

BOOK 300 PAGE 564

164594

EUREKA COUNTY NEVADA  
M.N. REBALVALI, RECORDER  
FILE NO. FEES \$7.00

BOOK 300 PAGE 524  
OFFICIAL RECORDS  
RECORDED AT THE REQUEST OF  
*Alvin Johnson*  
96 SEP 23 AM 10:35

