

164708

RECORDING REQUESTED BY AND
WHEN RECORDED, RETURN TO:

Paul J. Schlauch, Esq.
Holland & Hart, LLP
Suite 200
8350 E. Crescent Parkway
Englewood, Colorado 80111

MEMORANDUM OF LEASE/AMENDMENT

THIS MEMORANDUM OF LEASE/AMENDMENT is made as of the 1st day of ~~SEPTEMBER~~ 1996 by ROBERT L. FARLEY and GEORGIA LYNN FARLEY, husband and wife, of 4916 Allamar Drive, Boise, Idaho 83704, CARL A. FARLEY and DONNA L. FARLEY, husband and wife, of 3747 Siphon Drive, Ontario, Oregon 97914 (collectively the "Farleys"), on the one hand, and BARRICK GOLDSTRIKE MINES INC., a Colorado corporation, whose address is P.O. Box 29, Elko, Nevada 89803 ("Barrick") and GOLD VENTURES, INC., a Nevada corporation, whose address is P.O. Box 2008, Elko, Nevada 89803 ("Gold Ventures").

TERM AND PREMISES

A. The Farleys, as lessors and optionors, entered into a Mining Lease and Option to Purchase Agreement, dated effective as of November 4, 1991, with Barrick Gold Exploration Inc., as lessee and optionee (the "Lease"), pertaining to certain real property located in Eureka County, Nevada, which property is more particularly described in Exhibit A attached hereto (the "Property"). The initial term of the Lease was for five years.

B. Barrick Gold Exploration Inc. assigned the Lease to Barrick by an Assignment dated June 30, 1994.

C. Barrick and Gold Ventures entered into the High Desert and Barrick Gold Venture Agreement, effective May 1, 1994 (the "Venture Agreement"), pursuant to which Gold Ventures acquired an undivided interest in the Lease. Barrick and Gold Ventures ("Barrick/Gold Ventures") now hold their interest in the Lease as tenants in common subject to the Venture Agreement.

D. The parties have entered into a First Amendment of Mining Lease and Option to Purchase Agreement, dated September , 1996 (the "Lease Amendment"). The Lease Amendment extends the term of the Lease for another five years, until November 4, 2001.

PURPOSE OF MEMORANDUM

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The purpose of this Memorandum of Lease/Amendment is for recordation and the notice thereby imparted. This Memorandum of Lease/Amendment does not, in any way, modify the provisions of the Lease, the Assignment, the Venture Agreement, or the Lease Amendment referred to above.

IN WITNESS WHEREOF, the parties hereto have set their hands the day and year hereinabove first written.

BARRICK GOLDSTRIKE MINES INC.

By Donald R. Prahl
Donald R. Prahl
Its: Vice President and
General Manager

GOLD VENTURES, INC.

By P. Lee Halavain
Its PRESIDENT
By R. Scott Bulavin
Its Sec. Treas. Director

Robert L. Farley
Robert L. Farley

Georgia Lynn Farley
Georgia Lynn Farley

Carl A. Farley

Donna L. Farley

The purpose of this Memorandum of Lease/Amendment is for recordation and the notice thereby imparted. This Memorandum of Lease/Amendment does not, in any way, modify the provisions of the Lease, the Assignment, the Venture Agreement, or the Lease Amendment referred to above.

IN WITNESS WHEREOF, the parties hereto have set their hands the day and year hereinabove first written.

BARRICK GOLDSTRIKE MINES INC.

By _____
Donald R. Prah
Its: Vice President and
General Manager

GOLD VENTURES, INC.

By _____
Its _____
By _____
Its _____

Robert L. Farley

Georgia Lynn Farley

Carl A. Farley

Carl A. Farley

Donna L. Farley

Donna L. Farley

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STATE OF IDAHO)

: ss.

COUNTY OF ADA)

On this 19th day of September, 1996, before me,
Beverly J. Knapp, a notary public for said State,
personally appeared Robert L. Farley, known or identified to me
to be the person who executed the instrument, and acknowledged to
me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal the day and year in this certificate first above
written.

Beverly J. Knapp
Notary Public

Residing at: Boise, ID

My Commission Expires: 10-13-2000

SEAL
Affixed

STATE OF IDAHO)

: ss.

COUNTY OF ADA)

On this 19th day of September, 1996, before me,
Beverly J. Knapp, a notary public for said State,
personally appeared Georgia Lynn Farley, known or identified to
me to be the person who executed the instrument, and acknowledged
to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal the day and year in this certificate first above
written.

Beverly J. Knapp
Notary Public

Residing at: Boise, ID

My Commission Expires: 10-13-2000

SEAL
Affixed

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STATE OF OREGON)
 : ss.
COUNTY OF MALHEUR)

On the 16 day of September, 1996, personally
appeared before me, a Notary Public, Carl A. Farley, who duly
acknowledged to me that he executed the foregoing instrument.

Judith R. Tiffany

11/15/96
My Commission Expires:

NOTARY PUBLIC
Residing at: Ontario, OR



STATE OF OREGON)
 : ss.
COUNTY OF MALHEUR)

On the 16 day of September, 1996, personally
appeared before me, a Notary Public, Donna L. Farley, who duly
acknowledged to me that she executed the foregoing instrument.

Judith R. Tiffany

11/15/96
My Commission Expires:

NOTARY PUBLIC
Residing at: Ontario, OR



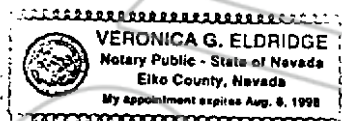
STATE OF NEVADA)
) ss.
COUNTY OF ELKO)

On the 2nd day of October, 1996, personally
appeared before me, a Notary Public, P. Lee Halavais, who
duly acknowledged to me that he executed the foregoing
instrument.

Veronica G. Eldridge

NOTARY PUBLIC
Residing at: Elko, Nevada

My Commission Expires:



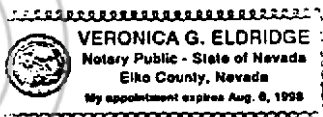
STATE OF NEVADA)
) ss.
COUNTY OF ELKO)

On the 2nd day of October, 1996, personally
appeared before me, a Notary Public, R. Sean Halavais, who
duly acknowledged to me that he executed the foregoing
instrument.

Veronica G. Eldridge

NOTARY PUBLIC
Residing at: Elko, Nevada

My Commission Expires:



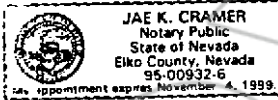
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STATE OF NEVADA)
 : ss.
COUNTY OF ELKO)

On the 25th day of SEPTEMBER, 1996, personally
appeared before me, a Notary Public, DONALD R. PRAHL,
who duly acknowledged to me that he executed the foregoing
instrument.

Jack Cramer
ELKO, NEVADA
My Commission Expires:
11-4-99

NOTARY PUBLIC
Residing at:



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EXHIBIT A

LEGAL DESCRIPTION

The following unpatented mining claims in or about Section 18, Township 35 North, Range 51 East, MDB&M:

Eureka County
Certificate of Location
Recordation Data

<u>Name of Claim</u>	<u>Book</u>	<u>Page</u>	<u>BLM#</u>
Golden Boy No. 1	2	394	NMC56975
Golden Boy No. 2	2	121	NMC56976
Golden Boy No. 3	2	122	NMC56977
Golden Boy No. 4	2	123	NMC56978
Golden Boy No. 5	2	124	NMC56979
Golden Boy No. 13	2	132	NMC56987
Golden Boy No. 14	2	133	NMC56988
Golden Boy No. 15	2	134	NMC56989
Golden Boy No. 16	2	135	NMC56990
Golden Boy No. 17	2	136	NMC56991
Golden Boy No. 18	2	137	NMC56992

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OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Gold Ventures Inc.
96 OCT 14 PM 4:17
EUREKA COUNTY NEVADA
H.M. REBALEATI, RECORDER
FILE NO. FEES \$14.00

164708

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