

166311

**SPECIAL WARRANTY DEED**

(Reconveyance)

THIS DEED ("Deed"), dated as of February 1, 1997, is between:

**"GRANTOR"**

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

**"GRANTEE"**

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

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 use of the water, dams, ditches, canals, pipelines, reservoirs, wells and other means for the conversion 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.

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

**GRANTOR:**

RAYROCK MINES, INC., a Nevada corporation

By: [Signature]  
Title: Vice-President

**GRANTEE:**

ATLAS PRECIOUS METALS INC., a Nevada corporation

By: [Signature]  
Title: Vice President  
Project Manager

STATE OF NEVADA )  
 ) SS.  
COUNTY OF Washoe )

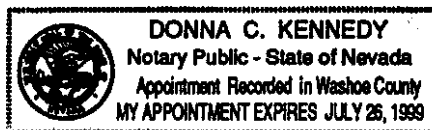
On the 10<sup>th</sup> day of March, 1997, before me personally appeared Andy B. Wallace, known to me or proved to me to be the Vice-President of RAYROCK MINES, INC., a Nevada corporation, who, being first duly sworn, acknowledged that he executed the foregoing instrument in the name of said entity, that he had the authority to execute the same, and that he executed the same as the act and deed of said entity for the uses and purposed therein stated.

Witness my hand and official seal.

[Signature]  
NOTARY PUBLIC

My commission expires:

July 26, 1999



STATE OF COLORADO

)

: SS.

COUNTY OF DENVER

)

On the fourth day of March, 1997, before me personally appeared Gregg B. Shafter, known to me or proved to me to be the Vice President, Project Development 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 had the authority to execute the same, and that he executed the same as the act and deed of said entity for the uses and purposed therein stated.

Witness my hand and official seal.



*Holly D. Neel*  
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NOTARY PUBLIC

My commission expires:  
December 8, 1997

# EXHIBIT A

The following unpatented lode mining claims situated in Sections 30 & 31, T 23 N - R 50 E,  
MDM, Eureka County, Nevada:

<u>CLAIM NAME</u>	<u>BLM</u> <u>NMC #</u>	<u>EUREKA COUNTY</u> <u>BOOK</u>	<u>PAGE</u>
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

BOOK 306 PAGE 363  
OFFICIAL RECORDS  
RECORDED AT THE REQUEST OF  
*Cordex Exploration*  
97 MAR 13 PM 12:51  
EUREKA COUNTY NEVADA  
M.N. REBALEATI, RECORDER  
FILE NO. 166311  
FEES 10.00