

AFTER FILING/RECORDING, PLEASE RETURN TO:
CLANAHAN, TANNER, DOWNING & KNOWLTON, P.C.
1600 BROADWAY, SUITE 2400
DENVER, COLORADO 80202-4924

Eureka County Recorder
P.O. Box 556
Eureka, NV 89316

MCCLUSKY PASS, EUREKA COUNTY, NEVADA
AMENDED AFFIDAVIT OF PAYMENT OF CLAIM MAINTENANCE FEES AND
NOTICE OF INTENTION TO HOLD UNPATENTED MINING CLAIMS

The undersigned, being first duly sworn deposes and says:

1. This affidavit is to amend an Affidavit of Payment of Claim Maintenance Fees and Notice of Intention to Hold Unpatented Mining Claims recorded at Book 310, pages 368 through 375. The amendment on page 370 is for Claim Name MP9S which should read MP95 and the corresponding BLM No. 69664S should read 696645. On page 371, Claim Name MP25 with BLM No. 69657S should read BLM No. 696575. These are typographical errors. Please note the appropriate corrections.

2. The remaining averments of the affidavit recorded at Book 310, pages 368 through 375 remain unchanged and are specifically set forth below.

3. Solpac Gold Resources, Inc., a Nevada Corporation, with a registered office in care of CT Corporation System, Reno, Nevada and with corporate headquarters in care of Acacia Resources Limited, South Gate Level 11, 60 City Road, South Melbourne, Victoria 3205 Australia, is the owner of each of the claims described on exhibit A and incorporated herein (the "Claims").

4. Solpac Gold Resources, Inc., as the owner, intends to hold said claims from 12:00 p.m. on September 1, 1995 until 11:59 a.m. on September 1, 1996.

5. Solpac Gold Resources, Inc., as owner, has paid, on or before August 31, 1996, to the U.S. Department of Interior-Bureau of Land Management, the annual maintenance fees for the assessment year beginning September 1, 1996, and prescribed in the 1993 Omnibus Budget Reconciliation Act of 1993, Public Law 103-66, for the Claims.

6. This amended Affidavit of Payment of Claim Maintenance Fees and Notice of Intention to Hold Unpatented Mining Claims is made and recorded pursuant to NRS 517.230(3).

Dated and signed this 21st day of August, 1997.

OWNER: SOLPAC GOLD RESOURCES, INC.

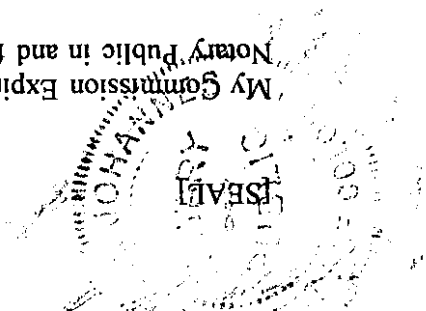
By: Joseph K. Reynolds
Joseph K. Reynolds, Agent

69744.1

STATE OF COLORADO)
) ss.)
COUNTY OF DENVER)

Signed and sworn to before me this 21st day of August, 1997, by Joseph K. Reynolds, as agent for Solpac Gold Resources, Inc.

Joseph K. Reynolds
NOTARY PUBLIC



My Commission Expires: 8/23/98
Notary Public in and for the State of Colorado

COUNTY RECORDER PAYMENT. The recording fees due the Eureka County Recorder have been calculated at \$7.00 for the first page and \$1.00 for each additional page for a total of \$14.00 which check is enclosed herewith. This document is recorded on or before November 1, 1997.

Please contact our office immediately if you have any questions (303) 830-9111.

Enclosures:

Check Number 15635 payable to the Eureka County Recorder for \$14.00.

69744.1

EXHIBIT A

The following 132 unpatented mining claims located in Eureka County, Nevada

Township 23 North, Range 49 East, MDB&M

Section 4:				
Type	Claim Name	BLM No.	County	Section(s) of Add'l Location(s)
L	MP 33	696583	265/250	S5,T23,R49
L	MP 34	696584	265/251	S5,8,9,T23,R49
L	MP 91	696641	265/308	S9,T23,R49
L	MP 93	696643	265/310	S9,T23,R49
L	MP 94	696644	265/311	S9,T23,R49
L	MP 95	696645	265/312	S5,T23,R49
L	MP 99	696649	265/316	
L	MP 100	696650	265/317	
Section 5:				
Type	Claim Name	BLM No.	County	Section(s) of Add'l Location(s)
L	MP 5	696555	265/222	
L	MP 6	696556	265/223	
L	MP 7	696557	265/224	
L	MP 8	696558	265/225	
L	MP 9	696559	265/226	
L	MP 10	696560	265/227	
L	MP 11	696561	265/228	
L	MP 12	696562	265/229	
L	MP 17	696567	265/234	
L	MP 18	696568	265/235	S8,T23,R49
L	MP 19	696569	265/236	
L	MP 20	696570	265/237	S8,T23,R49
L	MP 21	696571	265/238	
L	MP 22	696572	265/239	S8,T23,R49
L	MP 23	696573	265/240	
L	MP 24	696574	265/241	S8,T23,R49

69051.1

Township 23 North, Range 49 East, MDB&M

Section 5:

Type	Claim Name	BLM No.	County BK/PG	Section(s) of Add'l Location(s)
------	------------	---------	-----------------	------------------------------------

L	MP 25	696575	265/242	S8,T23,R49
L	MP 26	696576	265/243	S8,T23,R49
L	MP 27	696577	265/244	S8,T23,R49
L	MP 28	696578	265/245	S8,T23,R49
L	MP 29	696579	265/246	S8,T23,R49
L	MP 30	696580	265/247	S8,T23,R49
L	MP 31	696581	265/248	S8,T23,R49
L	MP 32	696582	265/249	S8,T23,R49
L	MP 96	696646	265/313	S6,T23,R49
L	MP 97	696647	265/314	S6,T23,R49
L	MP 98	696648	265/315	S6,T23,R49

Section 6:

Type	Claim Name	BLM No.	County BK/PG	Section(s) of Add'l Location(s)
------	------------	---------	-----------------	------------------------------------

L	MP 1	696551	265/218	S7,T23,R49
L	MP 2	696552	265/219	S7,T23,R49
L	MP 3	696553	265/220	S7,T23,R49
L	MP 4	969554	265/221	S7,T23,R49
L	MP 13	696563	265/230	S7,T23,R49
L	MP 14	696564	265/231	S7,T23,R49
L	MP 15	696565	265/232	S7,T23,R49
L	MP 16	696566	265/233	S7,T23,R49
L	MP 128	701211	270/066	S7,T23,R49
L	MP 129	701212	270/067	S7,T23,R49
L	MP 130	701213	270/068	S7,T23,R49

Township 23 North, Range 49 East, MDB&M

Section 8:

Type	Claim Name	BLM No.	County BK/PG	Section(s) of Add'l Location(s)
L	MS 35	696585	265/252	S9,T23,R49
L	MP 36	696586	265/253	S17,T23,R49
L	MP 37	696587	265/254	S17,T23,R49
L	MP 38	696588	265/255	S17,T23,R49
L	MP 39	696589	265/256	S17,T23,R49
L	MP 40	696590	265/257	S17,T23,R49
L	MP 41	696591	265/258	S17,T23,R49
L	MP 42	696592	265/259	S17,T23,R49
L	MP 43	696593	265/260	S17,T23,R49
L	MP 44	696594	265/261	S17,T23,R49
L	MP 45	696595	265/262	S17,T23,R49
L	MP 46	696596	265/263	S17,T23,R49
L	MP 47	696597	265/264	S17,T23,R49
L	MP 48	711157	279/275	S17,T23,R49
L	MP 49	696599	265/266	S17,T23,R49
L	MP 50	696600	265/267	S17,T23,R49
L	MP 51	696601	265/268	S17,T23,R49
L	MP 52	696602	265/269	S17,T23,R49
L	MP 55	696605	265/272	S17,T23,R49
L	MP 56	696606	265/273	S17,T23,R49
L	MP 57	696607	265/274	S17,T23,R49
L	MP 58	696608	265/275	S17,T23,R49
L	MP 60	696610	265/277	S17,T23,R49
L	MP 62	696612	265/279	S17,T23,R49
L	MP 64	696614	265/281	S17,T23,R49
L	MP 66	696616	265/283	S9,16,17,T23,R49

Section 9:

Type	Claim Name	BLM No.	County	Section(s) of Add'l Location(s)
L	MP 53	696603	265/270	S16,T23,R49
L	MP 54	696604	265/271	S16,T23,R49
L	MP 68	696618	265/285	S16,T23,R49
L	MP 70	696620	265/287	S16,T23,R49
L	MP 72	696622	265/289	S16,T23,R49
L	MP 90	696640	265/307	
L	MP 92	696642	265/309	

Section 16:

Type	Claim Name	BLM No.	County	Section(s) of Add'l Location(s)
L	MP 67	696617	265/284	S17,T23,R49
L	MP 69	696619	265/286	
L	MP 71	696621	265/288	
L	MP 73	696623	265/290	
L	MP 82	696632	265/299	S17,T23,R49
L	MP 83	696633	265/300	S17,T23,R49
L	MP 84	696634	265/301	
L	MP 85	696635	265/302	
L	MP 86	696636	265/303	
L	MP 87	696637	265/304	
L	MP 88	696638	265/305	
L	MP 89	696639	265/306	
L	MP 101	701184	270/039	S21,T23,R49
L	MP 103	701186	270/041	S21,T23,R49
L	MP 105	701188	270/043	S21,T23,R49

Township 23 North, Range 49 East, MDB&M

Section 16:

Type	Claim Name	BLM No.	County	Section(s) of
			BK/PG	Add'l Location(s)
L	MP 107	701190	270/045	S21,T23,R49
L	MP 109	701192	270/047	S17,20,21,T23,R49
L	MP 131	701214	270/069	
L	MP 132	701215	270/070	

Section 17:

Type	Claim Name	BLM No.	County	Section(s) of
			BK/PG	Add'l Location(s)
L	MP 59	696609	265/276	
L	MP 61	696611	265/278	
L	MP 63	696613	265/280	
L	MP 65	696615	265/282	
L	MP 74	696624	265/291	
L	MP 75	696625	265/292	
L	MP 76	696626	265/293	
L	MP 77	696627	265/294	
L	MP 78	696628	265/295	
L	MP 79	696629	265/296	
L	MP 80	696630	265/297	
L	MP 81	696631	265/298	
L	MP 111	701194	270/049	S20,T23,R49
L	MP 113	701196	270/051	S20,T23,R49
L	MP 115	701198	270/053	S20,T23,R49
L	MP 117	701200	270/055	S20,T23,R49

Section 20:

Type	Claim Name	BLM No.	County	Section(s) of
------	------------	---------	--------	---------------

S21,T23,R49

L	MP 110	701193	270/048	S21,T23,R49
L	MP 112	701195	270/050	
L	MP 114	701197	270/052	
L	MP 116	701199	270/054	
L	MP 118	701201	270/056	
L	MP 119	701202	270/057	
L	MP 120	701203	270/058	
L	MP 121	701204	270/059	
L	MP 122	701205	207/060	
L	MP 123	701206	270/061	

Section 21:

Type	Claim Name	BLM No.	County	Section(s) of
------	------------	---------	--------	---------------

Township 23 North, Range 49 East, MDB&M

L	MP 102	701185	270/040	S21,T23,R49
L	MP 104	701187	270/042	
L	MP 106	701189	270/044	
L	MP 108	701191	270/046	
L	MP 124	701207	270/062	
L	MP 125	701208	270/063	
L	MP 126	701209	270/064	
L	MP 127	701210	270/065	

BOOK 311 PAGE 183
OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Clayton Jarvis, Deering & Kautlin
97 AUG 25 AM 10:05
EUREKA COUNTY NEVADA
M.N. REDEVELOPMENT RECORDER
FILE NO.
167891
FEES \$14.00

BOOK 311 PAGE 190