

SECOND AMENDMENT TO MINING LEASE AND AGREEMENT

This Second Amendment to Mining Lease and Agreement ("Second Amendment") is made effective this 12th day of July, 1997, by and between VEK/ANDRUS AND ASSOCIATES, a Nevada general partnership of Andrus Resources Corporation, a Texas corporation, and VEK Associates, ("VEK/Andrus") and NEWMONT EXPLORATION LTD., a Delaware corporation ("Newmont").

RECITALS

WHEREAS, VEK/Andrus and Newmont have previously entered into a Mining Lease and Agreement dated July 15, 1992, with respect to certain unpatented lode mining claims located in Eureka County, Nevada, a memorandum of which was recorded on August 31, 1992, as Document No. 142089, Book 238, Pages 136 - 148, inclusive, of the Official Records of Eureka County, Nevada; and WHEREAS, VEK/Andrus and Newmont executed a First Amendment to the Mining Lease and Agreement on September 4, 1994 (the Mining Lease and Agreement, as amended by the First Amendment is hereinafter referred to as the "Agreement"); and

WHEREAS, VEK/Andrus and Newmont desire to again amend the Agreement as set forth in this Second Amendment;

NOW THEREFORE, in consideration of the mutual agreements contained herein, VEK/Andrus and Newmont hereby amend the Agreement as follows:

Section 6 of the Agreement regarding the work expenditure obligation is hereby amended by deleting the \$75,000 amount to be expended during the period ending July 15, 1997 and the \$100,000.00 amount to be expended during the period ending July 15, 1998. No further work expenditures will be required under the Agreement.

Except to the extent specifically amended in this Second Amendment, the Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the parties have executed this Second Amendment this 12th day of July, 1997.

NEWMONT EXPLORATION LIMITED

By:

[Signature]

Its:

President

VEK/ANDRUS AND ASSOCIATES,
a partnership whose general partners
are Andrus Resources Corporation and
VEK Associates.

ANDRUS RESOURCES CORPORATION

By: [Signature]
Its: Resident

VEK ASSOCIATES

By: [Signature]
Its: Vice Pres.

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

On this 20th day of August, 1997, personally appeared before me, a Notary Public, Leander G. Krol, a duly qualified and acting officer of NEWMONT EXPLORATION LIMITED, personally known or proved to me to be the person whose name is subscribed to the above instrument who acknowledged to me that he executed the above instrument on behalf of said corporation.

[Signature]
Notary Public



My Commission Expires: 8-2-99

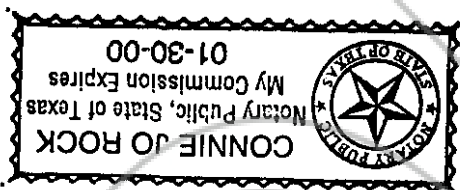
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LUREKA COUNTY NEVADA
M.N. REBAL EATL. RECORDER
FILE NO. FEES \$9.00

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OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Newmont Gold Company
97 SEP -5 PM 12:53



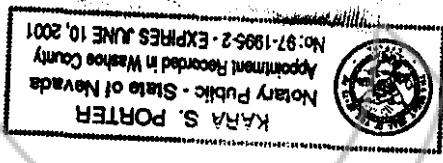
Notary Public

Connie Jo Rock

My Commission Expires:

On this 12th day of August, 1997, personally appeared before me, a Notary Public, Charles R. Robinson, a duly qualified and acting officer of Andrus Resources Corporation, and as a general partner of VEK/Andrus and Associates, personally known or proved to me to be the person whose name is subscribed to the above instrument who acknowledged to me that he executed the above instrument on behalf of said company and of said general partnership.

STATE OF TEXAS)
) ss.)
) COUNTY OF HARRIS)



Notary Public

Kara S. Porter

My Commission Expires:

On this 18th day of July, 1997, personally appeared before me, a Notary Public, Victor E. Kra, a duly qualified and acting officer of VEK Associates, and as a general partner of VEK/Andrus and Associates, personally known or proved to me to be the person whose name is subscribed to the above instrument who acknowledged to me that he executed the above instrument on behalf of said company and of said general partnership.

STATE OF NEVADA)
) ss.)
) COUNTY OF WASHOE)