

MEMORANDUM OF MINING LEASE
and
NOTICE OF NON-RESPONSIBILITY

The undersigned hereby give notice that Isabel Elia Peters, Pete Michael Peters and Marcia Leoni Scott, of Elko County, Nevada, as Owners, and Nevada Pacific Gold (U.S.) Inc., as Lessee, have entered into that certain Mining Lease dated July 28, 1998, of that certain real property situate in the County of Elko, State of Nevada, more particularly described as follows:

See Exhibit A attached hereto and made a part hereof.
NOTICE IS HEREBY GIVEN that Nevada Pacific Gold (U.S.) Inc., will be engaged in lawful business upon the above-described property; that three days have not elapsed since Owners obtained such knowledge; Owners will not be responsible for any materials or labor used or to be used therein in the conduct of business on said property, or in the construction of any improvements of any name or nature on or about said property.

DATED: July 28, 1998.

Owners:

Isabel Elia Peters
Isabel Elia Peters

Pete Michael Peters

Pete Michael Peters

Marcia Leoni Scott

Marcia Leoni Scott

Lessee:

Nevada Pacific Gold (U.S.) Inc.

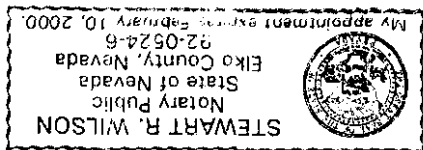
By
[Signature]

President
[Signature]

WILSON AND BARROWS, LTD.
ATTORNEYS AT LAW
442 Court St.
Elko, Nevada 89601

STATE OF NEVADA,
)
) ss.
)
COUNTY OF ELKO,)

On July 28, 1998, personally appeared before me, a Notary Public, Isabel Elia Peters, Pete Michael Peters and Marcia Leoni Scott, personally known (or proved) to me to be the persons whose names are subscribed to the above instrument who acknowledged that they executed the above instrument as Owners.

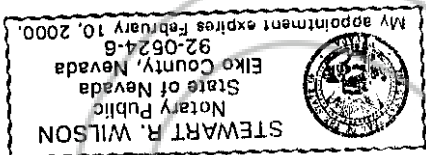


[Signature]
NOTARY PUBLIC

STATE OF NEVADA,
)
) ss.
)
COUNTY OF ELKO,)

On July 30, 1998, personally appeared before me, a Notary Public, Curtis I. Evers personally known (or proved) to me to be the person whose name is subscribed to the above instrument who acknowledged that he/she executed the above instrument on behalf of Nevada Pacific Gold (U.S.) Inc.

[Signature]
NOTARY PUBLIC



JULY 28, 1998

WILSON AND BARROWS, LTD.
ATTORNEYS AT LAW
442 Court St.
ELKO, NEVADA 89801

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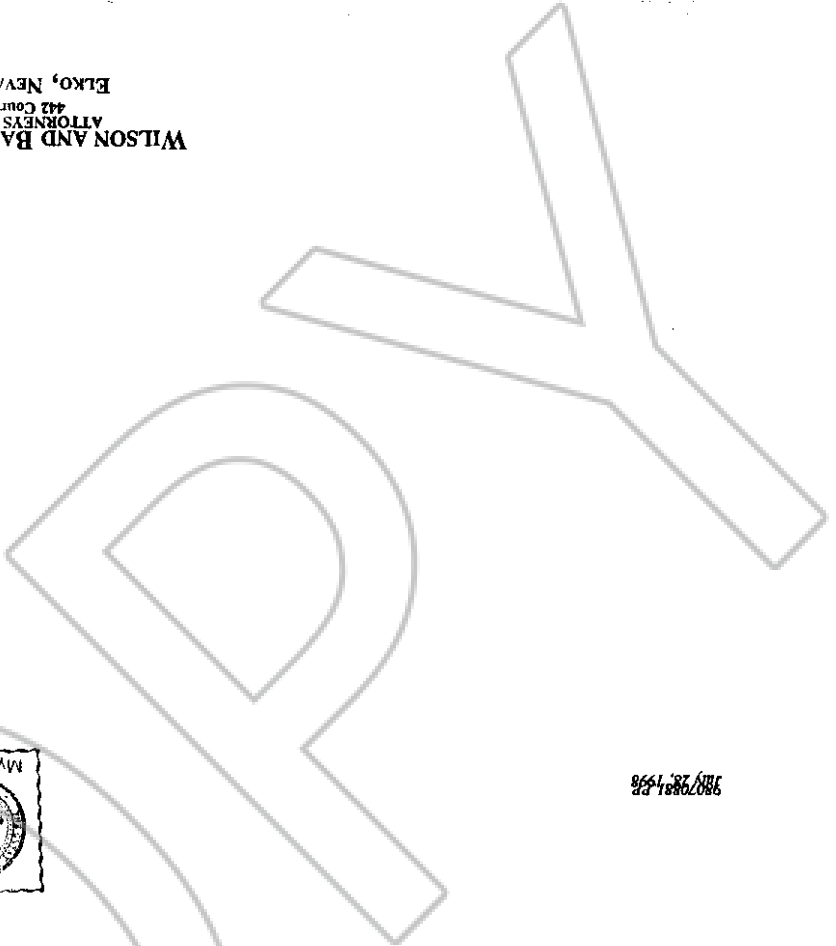


EXHIBIT A

ELKO AND EUREKA COUNTIES

Township 31 North, Range 52 East, MDB&M

Section 3: E $\frac{1}{2}$ N $\frac{1}{2}$ E $\frac{1}{4}$
 Section 5: All
 Section 9: All
 Section 16: W $\frac{1}{2}$ NW $\frac{1}{4}$; N $\frac{1}{2}$ SW $\frac{1}{4}$
 Section 17: E $\frac{1}{2}$
 Section 21: All

Township 32 North, Range 52 East, MDB&M

Section 1: W $\frac{1}{2}$
 Section 9: All

EXCEPTING THEREFROM that portion of land conveyed to Western Pacific Railroad Company

Section 11: All
 Section 13: All
 Section 21: All
 Section 23: All
 Section 29: All
 Section 31: N $\frac{1}{2}$

EXCEPTING THEREFROM that portion of land conveyed to Western Pacific Railroad Company

Section 33: N $\frac{1}{2}$
 Section 35: Lots 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11 and 12; N $\frac{1}{2}$

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OFFICIAL RECORDS

RECORDED AT THE REQUEST OF

William & Barrows, Ltd

98 AUG 20 PM 1:09

EUREKA COUNTY NEVADA
 M.N. REBALAATI, RECORDER
 FILE NO.

FEES \$9.00

170496

BOOK 320 PAGE 424 WILSON AND BARROWS, LTD.

ELKO, NEVADA 89801

ATTORNEYS AT LAW

442 Court St.