

WHEN RECORDED, RETURN TO  
X-Cal Resources Ltd./X-Cal U.S.A Inc.  
Attn: K.A. McNair  
303 - 595 Howe Street, PO Box 18  
Vancouver, BC CANADA V6C 2T5

**AFFIDAVIT OF EVIDENCE OF PAYMENT  
AND NOTICE OF INTENT TO HOLD MINING CLAIM(S) AND SITE(S) - NEVADA**

PROVINCE OF BRITISH COLUMBIA, CANADA )  
) ss.  
)  
CITY OF VANCOUVER

Karen A. McNair, being duly sworn, says:

1. Being duly authorized, I make this affidavit as agent for, and on behalf of, X-Cal Resources Ltd. and X-Cal USA, Inc., whose address is Suite 303, 595 Howe Street, Vancouver, British Columbia, Canada, V6C 2T5.

2. The claims affected by this affidavit are the "Haley" group of 90 mining claims located in Eureka County, Nevada (the "Claims"), more particularly described as follows:

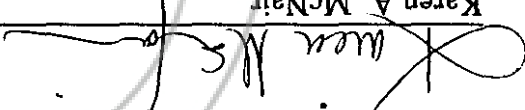
Claim Names	NMC Numbers
Haley 1-90	678078-678167

3. X-Cal USA, Inc. is the owner of the Claims

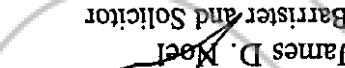
4. The Bureau of Land Management ("BLM") Mining Claim Maintenance Fee Filing and Notice of Intent to Hold recorded August 12, 1998 (the "BLM Filing"), for the year ending September 1, 1999, is attached hereto and made a part hereof. X-Cal Resources Ltd. and X-Cal USA, Inc. have now paid to the BLM, with the BLM Filing, the federal claim maintenance fees of US\$100 for each Claim, in lieu of the requirement to perform and record affidavits of proof of annual assessment work for the Claims.

5. It is the intention of the owners to hold each of the 90 "Haley" Claims from September 1 of the year before this affidavit was made and recorded until September 1 of the year that this affidavit was made and recorded. The undersigned states that it is not her intention, nor is it the intention of the owners of the Claims, to abandon or otherwise relinquish their interest in any of the Claims.

Dated this 29<sup>th</sup> day of September, 1998.

  
Karen A. McNair  
Agent for X-Cal Resources Ltd. and X-Cal USA, Inc.

Subscribed and sworn to before me on this 29<sup>th</sup> day of September, 1998 by Karen A. McNair, personally known to me to be the person whose name is subscribed to the within instrument, who personally appeared before me and acknowledged that she executed the same as Agent for the above-referenced parties.

  
James D. Moel  
Barrister and Solicitor  
17th Floor, 700 West Pender Street  
Vancouver, B.C. V6C 1G8 CANADA  
(604) 687-1323

[SEAL]  
Notary Public in and for  
the Province of British Columbia  
"My commission does not expire"

+ attachment of 6 pages

BOOK 321 PAGE 419

This Attachment of Six Pages  
Forms a Part of the Affidavit Dated September 29, 1998  
Pertaining to the "Haley" Group of 90 Mining Claims

BLM MINING CLAIM MAINTENANCE FEE FILING  
AND  
NOTICE OF INTENT TO HOLD  
FOR THE ASSESSMENT YEAR ENDING ON SEPTEMBER 1, 1999

Mining Claims Recordation  
Nevada State Office  
U.S. Bureau of Land Management  
1340 Financial Blvd.  
Reno, NV USA 89520-0006

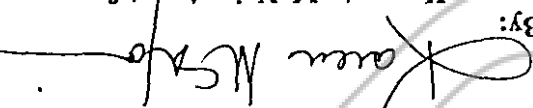
RECEIVED  
Bureau of Land Management  
8:00 A.M.  
AUG 12 1998  
NEVADA STATE OFFICE  
RENO, NEVADA

X-Cal USA, Inc., a Nevada corporation, with an address at 6121 Lakeside Drive, Suite 260, Reno, Nevada, 89511, holds under its control or ownership the unpatented lode mining claims, located in Eureka County, State of Nevada, described in Exhibit A attached hereto (the "Claims").

Pursuant to the provisions of 43 CFR§3833.1-5, as amended, the Federal Claim Maintenance Fee of One Hundred Dollars (US\$100.00) is herewith submitted for each of the Claims for the assessment year ending on September 1, 1999 for a total of Nine Thousand Dollars (US\$9,000.00) in lieu of assessment work.

The Federal Claim Maintenance Fees were paid for the assessment year ending on September 1, 1998 and the Federal Claim Maintenance Fees are herewith paid for the assessment year ending on September 1, 1999 by X-Cal USA, Inc. Notice is hereby given that X-Cal USA, Inc. intends to hold the Claims in good standing for the assessment years ending on September 1, 1998 and September 1, 1999.

Dated this 10th day of August, 1998.

X-CAL USA, INC. A Nevada Corporation  
By:   
Karen A. McNair, Agent for

Name: Shawn Kennedy  
Titles: President

BOOK 321 PAGE 420

RECEIVED  
 Bureau of Land Management  
 8:00 A.M.  
 AUG 12 1998

TO  
 NEVADA STATE OFFICE  
 RENO, NEVADA

BLM MINING CLAIM MAINTENANCE FEE FILING  
 AND NOTICE OF INTENT TO HOLD  
 FOR THE ASSESSMENT YEAR ENDING ON SEPTEMBER 1, 1999

This Exhibit A, comprised of 4 pages, is attached to and made a part of that certain BLM Mining Claim Maintenance Fee Filing and Notice of Intent to Hold dated August 10, 1998 for the assessment year ending September 1, 1999. The BLM Mining Claim Maintenance Fee Filing and Notice of Intent to Hold pertains to the following group comprised of 90 unpatented lode mining claims described below, all under the common control or ownership of X-Cal USA, Inc., located in Eureka County, State of Nevada.

X-Cal USA, Inc.  
 Suite 260, 6121 Lakeside Drive  
 Reno, Nevada 89511

The name and address of the owner are:

CLAIM NAME	NMC #	LOCATION	RECORDED	BK/PG	TWP	RGE	SECT	M.D.B. & M.
Haley 1	678078	3/24/93	247/184	16N	S2E	1:S½		
Haley 2	678079	3/24/93	247/185	16N	S2E	1:S½		
Haley 3	678080	3/24/93	247/186	16N	S2E	1:S½		
Haley 4	678081	3/24/93	247/187	16N	S2E	12:N¼		
Haley 5	678082	3/24/93	247/188	16N	S2E	12:N¼		
Haley 6	678083	3/24/93	247/189	16N	S2E	12:N¼		
Haley 7	678084	3/24/93	247/190	16N	S2E	12:S½		
Haley 8	678085	3/24/93	247/191	16N	S2E	12:S½		
Haley 9	678086	3/24/93	247/192	16N	S2E	12:S½		
Haley 10	678087	3/24/93	247/193	16N	S2E	12:S½		
Haley 11	678088	3/24/93	247/194	16N	S2E	12:S½		
Haley 12	678089	3/24/93	247/195	16N	S2E	13:N¼		
Haley 13	678090	3/24/93	247/196	16N	S2E	13:N¼		
Haley 14	678091	3/23/93	247/197	16N	S2E	1:SE¼		
Haley 15	678092	3/23/93	247/198	16N	S2E	6:SW¼		
Haley 16	678093	3/23/93	247/199	16N	S2E	1:SE¼		
Haley 17	678094	3/23/93	247/200	16N	S2E	1:SE¼		
Haley 18	678095	3/23/93	247/201	16N	S2E	6:SW¼		
Haley 19	678096	3/23/93	247/202	16N	S2E	1:SE¼		
Haley 20	678097	3/23/93	247/203	16N	S2E	1:SE¼		
				16N	S2E	12:NE¼		

This Exhibit A, comprised of 4 pages, is attached to and made a part of that certain BLM Mining Claim Maintenance Fee Filing and Notice of Intent to Hold dated August 10, 1998 for the assessment year ending September 1, 1999. The BLM Mining Claim Maintenance Fee Filing and Notice of Intent to Hold pertains to the following group comprised of 90 unpatented lode mining claims described below, all under the common control or ownership of X-Cal USA, Inc.

CLAIM NAME NMC# LOCATION RECORDED BK/RG DATE RECORDED TWP RGE SECT M.D.B. & M.

Halley 21	678098	3/23/93	247/204	16N	S2E	1:SE¼
Halley 22	678099	3/23/93	247/205	16N	S2E	12:NE¼
Halley 23	678100	3/23/93	247/206	16N	S3E	7:NW¼
Halley 24	678101	3/23/93	247/207	16N	S2E	12:NE¼
Halley 25	678102	3/23/93	247/208	16N	S2E	12:NE¼
Halley 26	678103	3/23/93	247/209	16N	S3E	7:NW¼
Halley 27	678104	3/23/93	247/210	16N	S2E	12:NE¼
Halley 28	678105	3/23/93	247/211	16N	S2E	12:SE¼
Halley 29	678106	3/23/93	247/212	16N	S2E	12:NE¼
Halley 30	678107	3/23/93	247/213	16N	S2E	12:SE¼
Halley 31	678108	3/23/93	247/214	16N	S2E	12:SE¼
Halley 32	678109	3/23/93	247/215	16N	S2E	12:SE¼
Halley 33	678110	3/23/93	247/216	16N	S2E	12:SE¼
Halley 34	678111	3/23/93	247/217	16N	S3E	7:SW¼
Halley 35	678112	3/23/93	247/218	16N	S2E	12:SE¼
Halley 36	678113	3/23/93	247/219	16N	S3E	7:SW¼
Halley 37	678114	3/23/93	247/220	16N	S2E	12:SE¼
Halley 38	678115	3/23/93	247/221	16N	S3E	18:NW¼
Halley 39	678116	3/23/93	247/222	16N	S2E	13:NE¼
Halley 40	678117	3/23/93	247/223	16N	S2E	13:NE¼
Halley 41	678118	3/23/93	247/224	16N	S2E	13:NE¼

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Div. of Land Management

8:00 A.M. AUG 12 1998

NEVADA STATE OFFICE  
RENO, NEVADA

Page 2 of 4, Exhibit A

BOOK 821 PAGE 422

This Exhibit A, comprised of 4 pages, is attached to and made a part of that certain BLM Mining Claim Maintenance Fee Filing and Notice of Intent to Hold dated August 10, 1998 for the assessment year ending September 1, 1999. The BLM Mining Claim Maintenance Fee Filing and Notice of Intent to Hold pertains to the following group comprised of 90 unpatented lode mining claims described below, all under the common control or ownership of X-Cal USA, Inc.

CLAIM NAME	NMC#	LOCATION	RECORDED	TWP	RGE	SECT	M.D.B. & M.
Hayley 42	678119	3/23/93	247/225	16N	S3E	6:S/W¼	6:S/W¼
Hayley 43	678120	3/23/93	247/226	16N	S3E	6:S¼	6:S¼
Hayley 44	678121	3/23/93	247/227	16N	S3E	6:S/W¼	6:S/W¼
Hayley 45	678122	3/23/93	247/228	16N	S3E	6:S¼	6:S¼
Hayley 46	678123	3/23/93	247/229	16N	S3E	6:S/W¼	6:S/W¼
Hayley 47	678124	3/23/93	247/230	16N	S3E	6:S¼	6:S¼
Hayley 48	678125	3/23/93	247/231	16N	S3E	7:NE¼	7:NE¼
Hayley 49	678126	3/23/93	247/232	16N	S3E	7:N¼	7:N¼
Hayley 50	678127	3/23/93	247/233	16N	S3E	6:S/W¼	6:S/W¼
Hayley 51	678128	3/23/93	247/234	16N	S3E	7:N¼	7:N¼
Hayley 52	678129	3/23/93	247/235	16N	S3E	7:N/W¼	7:N/W¼
Hayley 53	678130	3/23/93	247/236	16N	S3E	7:N¼	7:N¼
Hayley 54	678131	3/23/93	247/237	16N	S3E	7:N/W¼	7:N/W¼
Hayley 55	678132	3/23/93	247/238	16N	S3E	7:N¼	7:N¼
Hayley 56	678133	3/23/93	247/239	16N	S3E	7:N/W¼	7:N/W¼
Hayley 57	678134	3/23/93	247/240	16N	S3E	7:ALL	7:ALL
Hayley 58	678135	3/23/93	247/241	16N	S3E	7:W¼	7:W¼
Hayley 59	678136	3/23/93	247/242	16N	S3E	7:S¼	7:S¼
Hayley 60	678137	3/23/93	247/243	16N	S3E	7:S/W¼	7:S/W¼
Hayley 61	678138	3/23/93	247/244	16N	S3E	7:S¼	7:S¼
Hayley 62	678139	3/23/93	247/245	16N	S3E	7:S/W¼	7:S/W¼
Hayley 63	678140	3/23/93	247/246	16N	S3E	7:S¼	7:S¼
Hayley 64	678141	3/23/93	247/247	16N	S3E	7:S/W¼	7:S/W¼
Hayley 65	678142	3/23/93	247/248	16N	S3E	7:S¼	7:S¼
Hayley 66	678143	3/23/93	247/249	16N	S3E	18:N¼	18:N¼
Hayley 67	678144	3/23/93	247/250	16N	S3E	18:N/W¼	18:N/W¼
Hayley 68	678145	3/23/93	247/251	16N	S3E	18:N/W¼	18:N/W¼
Hayley 69	678146	3/23/93	247/252	16N	S3E	18:N¼	18:N¼
Hayley 70	678147	3/23/93	247/253	16N	S3E	18:N/W¼	18:N/W¼
Hayley 71	678148	3/23/93	247/254	16N	S3E	5:S/W¼	5:S/W¼
Hayley 72	678149	3/23/93	247/255	16N	S3E	5:S/W¼	5:S/W¼
Hayley 73	678150	3/23/93	247/256	16N	S3E	6:SE¼	6:SE¼
Hayley 74	678151	3/23/93	247/257	16N	S3E	5:S/W¼	5:S/W¼

8:00 A.M.  
 AUG 12 1998  
 NEVADA STATE OFFICE  
 RENO, NEVADA

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CLAIM NAME	NMC #	LOCATION DATE	BK/RG	RECORDED	TWP	RGE	SECT	M.D.B. & M.
Halley 75	678152	3/23/93	247/258	16N	33E	5:SW¼	16N	33E
Halley 76	678153	3/23/93	247/259	16N	33E	5:SE¼	16N	33E
Halley 77	678154	4/01/93	247/260	16N	33E	7:SE¼	16N	33E
Halley 78	678155	4/01/93	247/261	16N	33E	7:EW¼	16N	33E
Halley 79	678156	4/01/93	247/262	16N	33E	8:W¼	16N	33E
Halley 80	678157	4/01/93	247/263	16N	33E	5:SW¼	16N	33E
Halley 81	678158	3/24/93	247/264	16N	33E	6:S¼	16N	33E
Halley 82	678159	4/01/93	247/265	16N	33E	8:SW¼	16N	33E
Halley 83	678160	3/24/93	247/266	16N	33E	7:SE¼	16N	33E
Halley 84	678161	3/24/93	247/267	16N	33E	7:SE¼	16N	33E
Halley 85	678162	3/24/93	247/268	16N	33E	8:SW¼	16N	33E
Halley 86	678163	3/24/93	247/269	16N	33E	7:SE¼	16N	33E
Halley 87	678164	3/24/93	247/270	16N	33E	18:NE¼	16N	33E
Halley 88	678165	3/24/93	247/271	16N	33E	17:NW¼	16N	33E
Halley 89	678166	3/24/93	247/272	16N	33E	18:NE¼	16N	33E
Halley 90	678167	3/24/93	247/273	16N	33E	18:NE¼	16N	33E

90 unpatented claims

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 8:00 A.M.  
 NEVADA STATE OFFICE  
 RENO, NEVADA

Page 4 of 4, Exhibit A

BOOK 82 | PAGE 4 24

RECEIPT AND ACCOUNTING ADVICE

UNITED STATES  
DEPARTMENT OF THE INTERIOR  
BUREAU OF LAND MANAGEMENT

DD/NV 08/12/98

9,000.00

Subject: 1999 MAINT FEES  
Applicant: HALEY 1-90

X CAL RESOURCES LTD  
595 HOME ST #303 P O BOX 18  
VANCOUVER BC CANADA  
V6C 2T5

Remitter:

Assignor:

SERIAL NO.  
MMC 678078-67816

REFER TO THE ABOVE CASE SERIAL NUMBER IN ALL CORRESPONDENCE. PLEASE INFORM THIS OFFICE OF ANY CHANGE IN ADDRESS.  
NOTE: This notice is a receipt for monies paid the United States. If these monies are for required fees in connection with your application to lease, purchase, enter, or otherwise acquire an interest in public lands or resources, this receipt is not an authorization to utilize the land applied for and it does not convey any right, title, or interest in the land for which application is made.

BOOK 321 PAGE 418  
OFFICIAL RECORDS  
RECORDED AT THE REQUEST OF  
X-Cal Resources  
98 SEP 30 AM 11:52

EUREKA COUNTY NEVADA  
M.N. REBATE ATT. RECORDER  
FEES 3/5.00  
FILE NO. 170703

RECEIPT

BOOK 82 PAGE 225