

171873

When Recorded Return To:

Atlas Gold Mining Inc.
370 Seventeenth Street, Suite 3140
Denver, Colorado 80202

**MINING DEED
("Purchased Claims")**

THIS MINING DEED is given this 13th day of January, 1999, by:

BARRICK GOLD EXPLORATION INC., ^{a Delaware} ~~an Ohio~~ corporation, 293 Spruce Street, Elko,
Nevada 89801-4491 ("Grantor") to:

ATLAS GOLD MINING INC., a Nevada corporation, whose address is 370 Seventeenth
Street, Suite 3140, Denver, Colorado 80202 ("Grantee").

For and in consideration of ten dollars and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor conveys to Grantee all Grantor's interest in the real property rights situated in Eureka County, Nevada described in Exhibit A attached to and made a part of this Mining Deed. This conveyance is made on an "as is, where is" basis without any warranties or representations whatsoever, except that the conveyance shall be clear of defects, liens and encumbrances created by, through or under Barrick. Grantor also conveys all of its right, title and interest in and to all fixtures and improvements on, and all appurtenances related to, the properties described in Exhibit A.

To have and to hold unto Grantee, its successors and assigns, forever.

This Mining Deed is made subject to the rights and obligations of Grantor and Grantee and incorporates by reference all representations and warranties contained in the Mutual Termination Agreement dated December 16, 1998, between Grantor and Grantee, and each party to this Mining Deed restates such rights, obligations, representations and warranties as though they were set forth in their entireties in this Mining Deed.

Executed on the date set forth above.

BARRICK GOLD EXPLORATION INC.

By: 

Print Name: Alex Davidson

Title: Vice President

ATLAS GOLD MINING INC.

By: 


Gregg B. Shafter,
President

PROVINCE OF ONTARIO)

) ss.

CITY OF ONTARIO)

This instrument was acknowledged before me on this 15th day of January, 1999, by Alex Davidson as Vice President of Barrick Gold Exploration Inc. Witness my hand and official seal.


Title: Associate General Counsel & Secretary
Residing at: Toronto

~~My Commission Expires~~ does not

STATE OF COLORADO)

) ss.

COUNTY OF DENVER)

This instrument was acknowledged before me on this 19th day of January, 1999, by Gregg B. Shafter as President of Atlas Gold Mining Inc. Witness my hand and official seal.


Notary Public
Residing at: DENVER, CO

My Commission Expires 9/23/01

**EXHIBIT A
TO MINING DEED**

The following unpatented millsite claims situated in Sections 27 and 34, T 22 N - R 49 E, MDM, in Eureka County, Nevada:

<u>CLAIM NAME</u>	<u>BLM NMC #</u>	<u>EUREKA COUNTY BOOK</u>	<u>PAGE</u>
AM 65	338635	134	480
AM 66	338636	134	481
AM 67	338637	134	482
AM 68	338638	134	483
AM 69	338639	134	484
AM 70	338640	134	485
AM 76	338646	134	491
AM 77	338647	134	492
AM 78	338648	134	493
AM 110	338680	134	525
AM 111	338681	134	526
AM 130	338700	134	545
AM 195	340402	136	77
AM 196	340403	136	78
AM 204	340411	136	86
AM 205	340412	136	87
AM 215	363945	143	199
AM 216	363946	143	200

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"BARRICK GOLD EXPLORATION INC.", A OHIO CORPORATION,

WITH AND INTO "BARRICK GOLD EXPLORATION INC." UNDER THE NAME OF "BARRICK GOLD EXPLORATION INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF DECEMBER, A.D. 1997, AT 4:35 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Barrick Gold Expl.
99 FEB -2 AM 11:15

EUREKA COUNTY NEVADA
M.H. REBALEATI, RECORDER
FILE NO. FEES 0.00

171873



E. J. Freel
Edward J. Freel, Secretary of State

2835435 8100M

AUTHENTICATION:

8828381

971438543

DATE:

12-22-97

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