

Recorded at the request of,
and when recorded return to:
Tonkin Springs Holdings Inc
c/o Thomas P. Erwin, Esq.
Erwin Thompson & Hascheff
One East Liberty, Suite 424
Reno, Nevada 89504

171961

SPECIAL WARRANTY DEED

THIS SPECIAL WARRANTY DEED, made this 26th day of February, 1999, is from **Gold Capital Corporation**, a Colorado corporation, whose address is 2195 North Highway 83, Suite 10, Franktown, Colorado 80116, (hereinafter "Grantor") and is to **Tonkin Springs Holdings Inc.**, a Colorado corporation, whose address is 401 Bay Street, Suite 2302, Toronto, Ontario M5H2Y4, Canada (hereinafter "Grantee").

KNOW ALL MEN BY THESE PRESENTS, That the Grantor, for and in consideration of the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, has granted, bargained, sold, conveyed, transferred and assigned, and by these presents does hereby grant, bargain, sell, convey, transfer, assign, and confirm, unto the Grantee, its heirs, successors and assigns forever, an undivided sixty percent (60%) of the entire estate in and to those certain unpatented mining and/or mill site claims situated in Eureka County, Nevada, more particularly described in Exhibit A appended hereto and incorporated herein and those certain water rights and drilling permits more particularly described in Exhibit B appended hereto and incorporated herein.

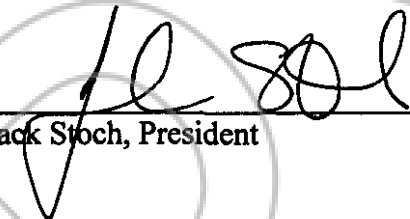
TOGETHER with all and singular the hereditaments and appurtenances thereto belonging, or in anywise appertaining, and the reversion and reversions, remainder and remainders, rents, issues and profits thereof, and all of Grantor's estate, right, title, interest, benefit, claim and demand whatsoever of the Grantor, either in law or equity, of, in and to the above bargained premises, with the hereditaments and appurtenances, including, without limitation, all minerals, mineral rights, water, water rights, easements, rights of access, surface rights, subsurface rights, buildings, improvements, facilities, materials, stockpiles, personal property, fixtures, and appurtenances thereto, therein, thereon or thereunder (hereinafter the "Premises"). It is the intention of the Grantor that this Special Warranty Deed convey unto the Grantee all of Grantor's right, title and interest in and to the unpatented mining and mill site claims described in Exhibit A and the water rights and drilling permits described in Exhibit B.

TO HAVE AND TO HOLD the said Premises above bargained and described with the appurtenances, unto the Grantee, its heirs, successors and assigns forever. The Grantor, for itself, its successors and assigns does covenant and agree that it shall and will **WARRANT AND FOREVER DEFEND** the above-bargained Premises in the quiet and peaceable possession of the Grantee, its heirs, successors and assigns, against all and every person or persons claiming the whole or any part thereof, by, through or under the Grantor. Grantor further warrants that the Premises are free and clear of all liens, encumbrances, rights, liabilities and obligations, claims and demands arising by, through or under Grantor.

This Deed is executed and delivered pursuant to that certain Asset Purchase Agreement by and between Grantor, Grantee and Sudbury Contact Mines Limited dated effective as of February 26th, 1999, (the "Agreement"). The Agreement contains certain representations and warranties, which representations and warranties are in addition to the representations and warranties set forth in this Deed and are intended to and shall survive the execution and delivery of this Deed.

IN WITNESS WHEREOF, and intending to be legally bound, the Grantor has executed and delivered this Special Warranty Deed as of the day and year first above written.

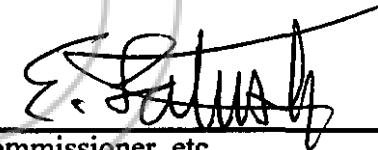
GOLD CAPITAL CORPORATION

By: 
Jack Stoch, President

PROVINCE OF ONTARIO)
)
CITY OF TORONTO)

I, Elton Satusky, duly appointed Commissioner for Oaths for the Province of Ontario, do hereby certify that Jack Stoch personally came before me this day and acknowledged that he is the Chief Executive Officer of Gold Capital Corporation, and acknowledged, on behalf of Gold Capital Corporation the due execution of the foregoing Special Warranty Deed.

WITNESS my hand and official seal, this 26th day of February, 1999.


A Commissioner, etc.

Elton Satusky, a Commissioner, etc.,
Province of Ontario, ~~was~~ a student-at-law.
Expires June 1, 2007.

EXHIBIT A
To
Special Warranty Deed

Claim Name

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Serial Number

TSG #12	143/363	365052
TSG #13	143/364	365053
TSG #14	143/365	365054
TSG #15	143/366	365055
TSG #16	143/367	365056
TSG #17	143/368	365057
TSG #18	143/369	365058
TSG #19	143/370	365059
TSG #36	143/387	365076
TSG #37	143/388	365077
TSG #38	143/389	365078
TSG #39	143/390	365079
TSG #40	143/391	365080
TSG #41	143/392	365081
TSG #42	143/393	365082
TSG #43	143/394	365083
TSG #44	143/395	365084
TSG #45	143/396	365085
TSG #66	143/417	365106
TSG #81	143/432	365121
TSG #96	143/447	365136
TSG #97	143/448	365137
TSG #98	143/449	365138
TSG #113	143/464	365153
TSG #114	143/465	365154
TSG #115	143/466	365155
TSG #130	143/481	365170
TSG #131	143/482	365171
TSG #132	143/483	365172

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TSG #153	228/367	636272
TSG #154	228/369	636273
TSG #155	228/371	636274
TSG #156	229/91	636275
TSG #157	229/93	636276
TSG #160	143/511	365200
TSG #161	143/512	365201
TSG #162	143/513	365202
TSG #163	143/514	365203
TSG #164	143/515	365204
TSG #167	145/496	371733
TSG #168	145/497	371734
TSG #169	145/498	371735
TSG #170	145/499	371736
TSG #208	174/330	468608
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TSG #210	174/332	468610
TSG #211	174/333	468611
TSG #212	174/334	468612
TSG #213	174/335	468613
TSG #214	174/336	468614
TSG #215	174/337	468615
TSG #216	174/338	468616
TSG #217	174/339	468617
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TSG #235	174/357	468635
TSG #236	174/358	468636
TSG #237	174/359	468637
TSG #238	174/360	468638

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TSG #239	174/361	468639
TSG #240	174/362	468640
TSG #241	174/363	468641
TSG #242	174/364	468642
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TSG #268	174/390	468668
TSG #269	174/391	468669
TSG #270	174/392	468670
TSG #271	174/393	468671
TSG #272	174/394	468672
TSG #273	174/395	468673
TSG #274	174/396	468674
TSG #275	174/397	468675
TSG #276	174/398	468676
TSG #277	174/399	468677
TSG #278	174/400	468678
TSG #279	174/401	468679
TSG #280	174/402	468680
TSG #281	174/403	468681
TSG #282	174/404	468682
TSG #283	174/405	468683

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TSG #284	174/406	468684
TSG #285	174/407	468685
TSG #286	174/408	468686
TSG #287	174/409	468687
TSG #288	174/410	468688
TSG #289	174/411	468689
TSG #290	174/412	468690
TSG #291	174/413	468691
TSG #305	174/427	468705
TSG #306	174/428	468706
TSG #307	174/429	468707
TSG #308	174/430	468708
TSG #309	174/431	468709
TSG #310	174/432	468710
TSG #311	174/433	468711
TSG #312	174/434	468712
TSG #313	174/435	468713
TSG #314	174/436	468714
TSG #315	174/437	468715
TSG #316	174/438	468716
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TSG #323	174/445	468723
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TSG #329	174/451	468729
TSG #330	174/452	468730
TSG #331	174/453	468731
TSG #352	174/474	468752
TSG #353	174/475	468753
TSG #354	174/476	468754
TSG #355	174/477	468755
TSG #356	174/478	468756

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TSG #357	174/479	468757
TSG #358	174/480	468758
TSG #359	174/481	468759
TSG #360	174/482	468760
TSG #361	174/483	468761
TSG #362	174/484	468762
TSG #363	174/485	468763
TSG #364	174/486	468764
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TSG #366	174/488	468766
TSG #367	174/489	468767
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TSG #369	174/491	468769
TSG #370	174/492	468770
TSG #371	174/493	468771
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TSG #373	174/495	468773
TSG #374	174/496	468774
TSG #375	174/497	468775
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TSG #377	174/499	468777
TSG #378	174/500	468778
TSG #401	174/523	468801
TSG #402	174/524	468802
TSG #403	174/525	468803
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TSG #416	174/538	468816
TSG #417	174/539	468817
TSG #418	174/540	468818

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TSG #419	174/541	468819
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TSG #422	174/544	468822
TSG #436	174/558	468836
TSG #437	174/559	468837
TSG #438	174/560	468838
TSG #439	174/561	468839
TSG #440	174/562	468840
TSG #441	174/563	468841
TSG #442	174/564	468842
TSG #443	174/565	468843
TSG #444	174/566	468844
TSG #445	174/567	468845
TSG #446	174/568	468846
TSG #447	174/569	468847
TSG #448	174/570	468848
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TSG #470	174/592	468870
TSG #471	174/593	468871
TSG #472	174/594	468872
TSG #473	174/595	468873
TSG #474	174/596	468874
TSG #475	174/597	468875
TSG #476	174/598	468876
TSG #490	175/12	468890
TSG #491	175/13	468891
TSG #492	175/14	468892
TSG #493	175/15	468893
TSG #494	175/16	468894
TSG #495	175/17	468895
TSG #496	175/18	468896
TSG #497	175/19	468897

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TSG #629
TSG #630
TSG #631
TSG #632
TSG #633
TSG #634
TSG #635
TSG #636
TSG #637
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TSG #733
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TSG #735
TSG #736
TSG #737
TSG #738

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ABC 1	265/31	694098
ABC 2	265/32	694099
ABC 3	265/33	694100
ABC 4	265/34	694101
ABC 5	265/35	694102
ABC 6	265/36	694103
ABC 7	265/37	694104
ABC 8	265/38	694105
ABC 9	265/39	694106
ABC 10	265/40	694107
ABC 11	265/41	694108
ABC 12	265/42	694109
ABC 13	265/43	694110
ABC 14	265/44	694111
ABC 15	265/45	694112
ABC 16	265/46	694113
ABC 17	265/47	694114
ABC 18	265/48	694115
ABC 19	265/49	694116
ABC 20	265/50	694117
ABC 21	265/51	694118
ABC 22	265/52	694119
ABC 23	265/53	694120
ABC 24	265/54	694121
ABC 25	265/55	694122
ABC 26	265/56	694123
ABC 27	265/57	694124
ABC 28	265/58	694125
ABC 29	265/59	694125
ABC 30	265/60	694127
ABC 31	265/61	694128
ABC 32	265/62	694129
ABC 33	265/63	694130

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ABC 34	265/64	694131
ABC 35	265/65	694132
ABC 36	265/66	694133
ABC 37	265/67	694134
ABC 38	265/68	694135
ABC 39	265/69	694136
ABC 40	265/70	694137
ABC 41	265/71	694138
ABC 42	265/72	694139
ABC 43	265/73	694140
ABC 44	265/74	694141
ABC 45	265/75	694142
ABC 46	265/76	694143
ABC 47	265/77	694144
ABC 48	265/78	694145
ABC 49	265/79	694146
ABC 50	265/80	694147
ABC 51	265/81	694148
ABC 52	265/82	694149
ABC 53	265/83	694150
ABC 54	265/84	694151
ABC 55	265/85	694152
C 54	288/265	722725
C 61	288/272	722732
<u>Mill Sites:</u>		
DEN 29	228/326	636221
DEN 36	228/333	636228
DEN 43	228/340	636235
DEN 49	228/346	636241

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Local Claims:

ROB #55	80/300	150581
AMENDED	83/345	
ROB #56	80/301	150582
AMENDED	83/347	
ROB #57	80/302	150583
AMENDED	83/349	
ROB #58	80/303	150584
AMENDED	83/351	
ROB #59	80/304	150585
AMENDED	83/353	
ROB #61	80/306	150587
AMENDED	83/357	
ROB #63	80/308	150589
AMENDED	83/361	
ROB #65	80/310	150591
AMENDED	83/365	
ROB #67	80/312	150593
AMENDED	83/369	
ROB #69	80/314	150595
AMENDED	83/373	
ROB #71	80/316	150597
AMENDED	83/377	
ROB #73	80/318	150599
AMENDED	83/381	
ROB #75	80/320	150601
AMENDED	83/385	
ROB #77	80/322	150603
AMENDED	83/389	
ROB #79	80/324	150605
AMENDED	83/393	

ROB #81	80/326	150607
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ROB #83	80/328	150609
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ROB #85	80/330	150611
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ROB #109	80/332	150613
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ROB #110	80/333	150614
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ROB #111	80/334	150615
AMENDED	83/413	
ROB #112	80/335	150616
AMENDED	83/415	
ROB #147	80/370	150651
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ROB #149	80/372	150653
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ROB #150	80/373	150654
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ROB #151	80/374	150655
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ROB #152	80/375	150656
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ROB #153	80/376	150657
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ROB #161	80/384	150665
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ROB #162	80/385	150666

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ROB #163	80/386	150667
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ROB #164	80/387	150668
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ROB #165	80/388	150669
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ROB #166	80/389	150670
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ROB #167	80/390	150671
AMENDED	83/525	
ROB #168	80/391	150672
AMENDED	83/527	
ROB #169	80/392	150673
AMENDED	83/529	
ROB #170	80/393	150674
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ROB #172	80/394	150675
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ROB #183	80/395	150676
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ROB #222	80/434	150715
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ROB #223	80/435	150716
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ROB #252	80/464	150745

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ROB #256	80/468	150749
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ROB #257	80/469	150750
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ROB #258	80/470	150751
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ROB #259	80/471	150752
AMENDED	84/87	
ROB #260	80/472	150753
AMENDED	84/89	
ROB #313	80/525	150806
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ROB #314	80/526	150807
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ROB #315	80/527	150808
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AMENDED	84/221	

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AMENDED	84/225	
ROB #329	80/541	150822
AMENDED	84/227	
ROB #330	80/542	150823
AMENDED	84/229	
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AMENDED	84/231	
ROB #333	80/544	150825
AMENDED	84/233	
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ROBR 1015	228/439	636312
ROBR 1016	228/441	636313
ROBR 1017	228/443	636314

Claim Name
Book Page

County Recording
Serial Number

Volume

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**EXHIBIT B
To
Special Warranty Deed**

Water Rights Permits

Issued by State of Nevada, Department of Conservation and
Natural Resources, Division of Water Resources.

<u>NUMBER</u>	<u>DESCRIPTION</u>	<u>RENEWAL*</u>
48708	Well #2, by crusher Lot 2, NW-1/4, NE-1/4, Sect2, T23-1/2S, R49E Underground Basin No. 53, Eureka County	09/27/93
50930	Rooster well SE-1/4, NE-1/4, Sec. 28, T24N, R49E Underground Basin No. 53, Eureka County	09/27/93
50931	Rooster Well SE-1/4, NE-1.4, Sec.28, T24N, R49E Underground Basin No. 53, Eureka County	09/27/93
50932	Rooster Well SE-1/4, NE-1.4, Sec.28, T24N, R49E Underground Basin No. 53, Eureka County	09/27/93
52463	Well #6, RV park SW-1/4, SW-1/4, Sec.36, T24N, R49E Underground Basin No. 53, Eureka County	09/27/93
52966	So. of well #5 (well not yet drilled)	09/27/93
52968	Well #5, production NE-1/4, NE-1/4 Sec.1, T23- 1/2N, R49E Underground Basin No. 53, Eureka County	09/27/93
M/O-191	Well #7, monitor NE-1/4, NE-1/4, Sec.1, T23- 1/2N, R49E Underground Basin No. 53, Eureka County	N/A

BOOK 325 PAGE 575
OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Thomas P. Owen
99 MAR -1 AM 11:47
EUREKA COUNTY NEVADA
M.N. REBALEATI, RECORDER
FILE NO. FEES 34.00

BOOK 325 PAGE 602

171961

DECLARATION OF VALUE

Instrument # 1171961

Full Value of Property Interest Conveyed \$ 200,000.00

Less Assumed Liens & Encumbrances - - 0 -

Taxable Value (NRS 375.010) \$ 200,000.00

Real Property Transfer Tax Due \$ - 0 -

If exempt, state reason. NRS 375.090, Section 9 Explain:

Unperfected mining claims.

INDIVIDUAL

Under penalty of perjury, I hereby declare that the above statements are correct.

Thomas P. Erwin

Signature of Declarant

THOMAS P. ERWIN

Name (Please Print)

1 East Liberty Street Suite 424

Address

RENO

NV

89501

City

State

Zip

ESCROW HOLDER

Under penalty of perjury, I hereby declare that the above statements are correct to the best of my knowledge based upon the information available to me in the documents contained in the escrow file.

Signature of Declarant

Name (Please Print)

Escrow Number

Firm Name

Address

City

State

Zip