

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

171962

SPECIAL WARRANTY DEED

THIS SPECIAL WARRANTY DEED, made this 26th day of February, 1999, is from **Tonkin Springs Holdings Inc.**, a Colorado corporation, whose address is 401 Bay Street, Suite 2302, Toronto, Ontario M5H2Y4, Canada (hereinafter "Grantor"), and is to **Tonkin Springs LLC**, a Delaware limited liability company, whose address is c/o Tonkin Springs Management Co., 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.

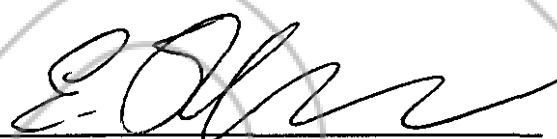
TOGETHER with all and singular the hereditaments and appurtenances thereto belonging, or in anywise appertaining, and the reversion and reversions, remainder and remainders, rents, issues and profits thereof, and all of Grantor's estate, right, title, interest, benefit, claim and demand whatsoever of 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 the terms of that certain Members' Agreement of the Members of Tonkin Springs LLC by and between Grantor and Tonkin Springs Venture Limited Partnership, a Nevada Limited Partnership 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.

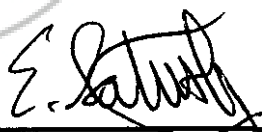
TONKIN SPRINGS HOLDINGS INC.

By: 
Eberhard Scherkus, Chief Operating Officer

PROVINCE OF ONTARIO)
)
CITY OF TORONTO)

I, Elton Satusky, duly appointed Commissioner for Oaths for the Province of Ontario, do hereby certify that Eberhard Scherkus personally came before me this day and acknowledged that he is the Chief Operating Officer of Tonkin Springs Holdings Inc. and acknowledged, on behalf of Tonkin Springs Holdings Inc. 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, while a student-at-law.
Expires June 1, 2001.

EXHIBIT A
To
Special Warranty Deed

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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
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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
TSG #209	174/331	468609
TSG #210	174/332	468610
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TSG #216	174/338	468616
TSG #217	174/339	468617
TSG #218	174/340	468618
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TSG #236	174/358	468636
TSG #237	174/359	468637
TSG #238	174/360	468638

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TSG #239	174/361	468639
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TSG #270	174/392	468670
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TSG #272	174/394	468672
TSG #273	174/395	468673
TSG #274	174/396	468674
TSG #275	174/397	468675
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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
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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
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TSG #312	174/434	468712
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TSG #331	174/453	468731
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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 #367	174/489	468767
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TSG #378	174/500	468778
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TSG #442	174/564	468842
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TSG #444	174/566	468844
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TSG #447	174/569	468847
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TSG #474	174/596	468874
TSG #475	174/597	468875
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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	694126
ABC 30	265/60	694127
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Mill Sites:

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DEN 36
DEN 43
DEN 49

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ROB #56	80/301	150582
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ROB #57	80/302	150583
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ROB #58	80/303	150584
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ROB #59	80/304	150585
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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
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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
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ROB #79	80/324	150605
AMENDED	83/393	

ROB #81	80/326	150607
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ROB #112	80/335	150616
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ROB #161	80/384	150665
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ROB #162	80/385	150666

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Claim Name
Book/Page

County Recording
Serial Number

E. M. M. C.

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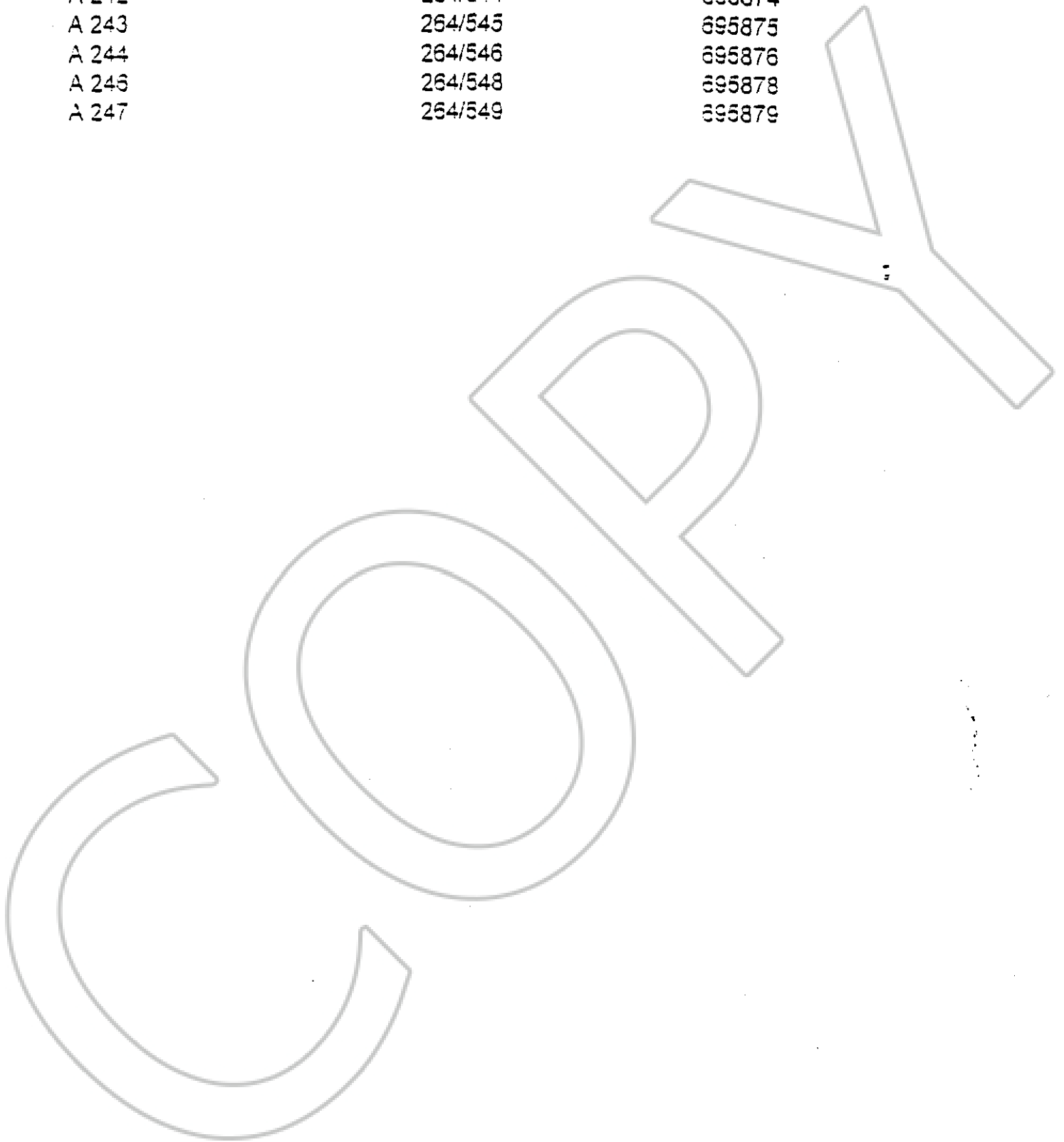
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695874
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695876
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**EXHIBIT B
To
Special Warranty Deed**

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 **326** PAGE **001**
OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Thomas P. Owen
99 MAR -1 AM 11:53

BOOK 326 PAGE 028

EUREKA COUNTY NEVADA
M.N. REBALEATI, RECORDER
FILE NO. **171962**
FEES **34.00**

DECLARATION OF VALUE

Instrument # 171962

Full Value of Property Interest Conveyed	\$	<u>200,000.00</u>
Less Assumed Liens & Encumbrances	-	<u>-0-</u>
Taxable Value (NRS 375.010)	\$	<u>200,000.00</u>
Real Property Transfer Tax Due	\$	<u>-0-</u>

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

unpatented 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 LIBRARY 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