

THIRD AMENDMENT TO MINING LEASE AND AGREEMENT

This Third Amendment to Mining Lease and Agreement ("Third Amendment") is made effective this 30th day of June, 1999, by and between VEK/ANDRUS AND ASSOCIATES, a Nevada general partnership of Andrus Resources Corporation, a Texas corporation, M. J. Andrus Interests, Inc., a Texas corporation, and VEK Associates, ("VEK/Andrus") and NEWMONT GOLD COMPANY, a Delaware corporation, successor in interest to NEWMONT EXPLORATION LIMITED ("Newmont").

RECITALS

WHEREAS, VEK/Andrus and Newmont have previously entered into a Mining Lease and Agreement dated July 15, 1992, with respect to certain unpatented lode mining claims located in Eureka County, Nevada, a memorandum of which was recorded on August 31, 1992, as Document No. 142089, Book 238, Pages 136 - 148, inclusive, of the Official Records of Eureka County, Nevada; and

WHEREAS, VEK/Andrus and Newmont executed a First Amendment to the Mining Lease and Agreement on September 4, 1994 (the Mining Lease and Agreement, as amended by the First Amendment is hereinafter referred to as the "Agreement"); and

WHEREAS, VEK/Andrus and Newmont executed a Second Amendment to the Mining Lease and Agreement on July 17, 1997 (the Mining Lease and Agreement, as amended by the Second Amendment is hereinafter referred to as the "Agreement"); and

WHEREAS, VEK/Andrus and Newmont desire to again amend the Agreement as set forth in this Third Amendment;

NOW THEREFORE, in consideration of the mutual agreements contained herein, VEK/Andrus and Newmont hereby amend the Agreement as follows:

Section 1 of the Agreement regarding the Property description is hereby amended by deleting Exhibit "A" which covers 342 claims and substituting a revised Exhibit "A" which covers 92 claims. The revised Exhibit "A" is attached to this Third Amendment and made a part of the Agreement.

Section 5 of the Agreement which deals with Advance Royalty Payments is hereby amended by deleting the payments due on July 15, 1999, July 15, 2000, July 15, 2001, July 15, 2002 and each July 15th thereafter and substituting the following payments:

<u>Advance Royalty Payment</u>	<u>Payable on or before</u>
\$10,000.00	July 15, 1999
\$10,000.00	July 15, 2000
\$10,000.00	July 15, 2001
\$10,000.00	July 15, 2002, and each July 15th thereafter

Except to the extent specifically amended in this Third Amendment, the Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the parties have executed this Third Amendment this \_\_\_\_ day of July 1999.

**NEWMONT GOLD COMPANY**

By: *M.J. Mull*  
Its: **Senior Vice President**

**VEK/ANDRUS AND ASSOCIATES,**  
a partnership whose general partners  
are Andrus Resources Corporation,  
M.J. Andrus Interests, Inc. and VEK Associates.

**ANDRUS RESOURCES CORPORATION**

By: *Bill W. Andrus*  
Its: *Vice President*

**VEK ASSOCIATES**

By: *Vito E. Kral*  
Its: *Vice Pres.*

**M.J. ANDRUS INTEREST, INC.  
M.J. ANDRUS INTERESTS, INC.**

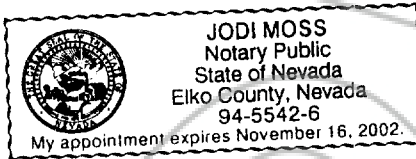
By: *Mary Jean Andrus Hardy*  
Its: *President*

STATE OF NEVADA )  
 ) ss.  
COUNTY OF ELKO )

On this 2 day of August, 1999, personally appeared before me, a Notary Public, W. James Mullin, a duly qualified and acting officer of NEWMONT GOLD COMPANY, personally known or proved to me to be the person whose name is subscribed to the above instrument who acknowledged to me that he executed the above instrument on behalf of said corporation.

Jodi Moss  
Notary Public

My Commission Expires:  
11-16-02

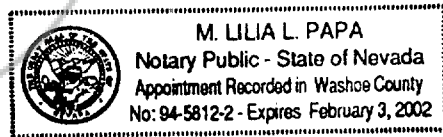


STATE OF Nevada )  
 ) ss.  
COUNTY OF Washoe )

On this 6<sup>th</sup> day of August, 1999, personally appeared before me, a Notary Public, Victor E. Kral, a duly qualified and acting officer of VEK Associates, and as a general partner of VEK/Andrus and Associates, personally known or proved to me to be the person whose name is subscribed to the above instrument who acknowledged to me that he executed the above instrument on behalf of said company and of said general partnership.

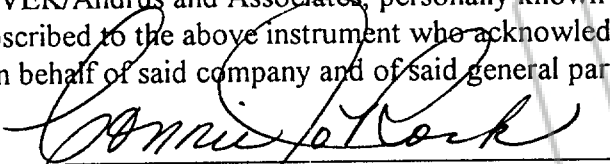
M. Lilia L. PAPA  
Notary Public

My Commission Expires:  
2.03.02



STATE OF Texas )  
 ) ss.  
COUNTY OF Harris )

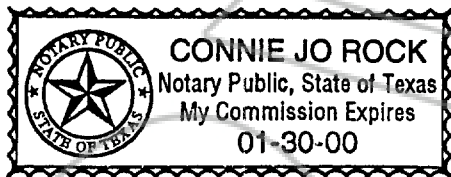
On this 15th day of July, 1999, personally appeared before me, a Notary Public, Bill W. Andrus, a duly qualified and acting officer of Andrus Resources Corporation, and as a general partner of VEK/Andrus and Associates, personally known or proved to me to be the person whose name is subscribed to the above instrument who acknowledged to me that he executed the above instrument on behalf of said company and of said general partnership.



Notary Public

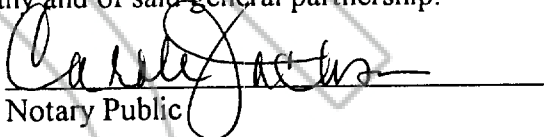
My Commission Expires:

January 30, 2000



STATE OF Texas )  
 ) ss.  
COUNTY OF Harris )

On this 19 day of July, 1999, personally appeared before me, a Notary Public, CAROLE JACKSON, a duly qualified and acting officer of M. J. Andrus Interests, Inc., and as a general partner of VEK/Andrus and Associates, personally known or proved to me to be the person whose name is subscribed to the above instrument who acknowledged to me that she executed the above instrument on behalf of said company and of said general partnership.



Notary Public

My Commission Expires:

9/9/02

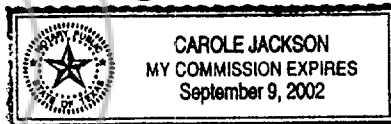


EXHIBIT A

THIRD AMENDMENT TO MINING LEASE AND AGREEMENT  
Dated June 30, 1999  
VEK/ANDRUS AND ASSOCIATES & NEWMONT GOLD COMPANY

<u>CLAIM NAME</u>	<u>EUREKA COUNTY</u>		<u>BLM NMC NO.</u>
	<u>BOOK</u>	<u>PAGE</u>	
EHP #1	47	155	111194
EHP #2	48	50	111195
ROD #1	111	259	273079
ROD #2	111	260	273080
ROD #3	111	261	273081
ROD #4	111	262	273082
ROD #5	111	263	273083
ROD #25	111	287	273102
ROD #26	111	288	273103
ROD #27	111	289	273104
ROD #28	111	290	273105
ROD #29	111	291	273106
ROD #30	111	292	273107
ROD #31	111	293	273108
ROD #32	111	294	273109
ROD #33	111	295	273110
ROD #34	111	296	273111
ROD #35	111	297	273112
ROD #36	111	298	273113
ROD #37	111	299	273114
ROD #38	111	300	273115
ROD #39	111	301	273116
ROD #40	111	302	273117
ROD #41	111	303	273118
ROD #42	111	304	273119
ROD #43	111	305	273120
ROD #44	111	306	273121
ROD #45	111	307	273122
ROD #46	111	308	273123
ROD #47	111	309	273124
ROD #48	111	310	273125
ROD #49	111	311	273126
ROD #50	111	312	273127
ROD #51	111	313	273128
ROD #52	111	314	273129
ROD #53	111	315	273130
ROD #54	111	316	273131

ROD #55	111	317	273132
ROD #56	111	318	273133
ROD #57	111	319	273134
ROD #58	111	320	273135
ROD #59	111	321	273136
ROD #60	111	322	273137
ROD #79	111	264	273138
ROD #80	111	265	273139
ROD #81	111	266	273140
ROD #83	111	267	273141
ROD #84	111	268	273142
ROD #200	111	465	273384
ROD #201	111	466	273385
ROD #202	111	467	273386
ROD #203	111	468	273387
ROD #204	111	469	273388
ROD #205	111	470	273389
ROD #206	111	471	273390
ROD #207	111	472	273391
ROD #208	111	473	273392
ROD #209	111	474	273393
ROD #210	111	475	273394
ROD #211	111	476	273395
ROD #212	111	477	273396
ROD #213	111	478	273397
ROD #214	111	479	273398
ROD #215	111	480	273399
ROD #216	111	481	273400
ROD #217	111	482	273401
RC 1	146	579	371773
RC 2	146	580	371774
RC 3	146	581	371775
RC 4	146	582	371776
RC 5	146	583	371777
RC 6	146	584	371778
RC 7A	284	287	718436
RC 8	146	586	371780
RC 9	146	587	371781
RC 10	146	588	371782
RC 11	146	589	371783
RC 12	146	590	371784
RC 13	146	591	371785
RC 14	146	592	371786
CT # 264	177	235	482714
CT # 265	177	236	482715
CT # 266	177	237	482716

GAP NO. 1	203	324	572703
GAP NO. 2	203	325	572704
GAP NO. 3	203	326	572705
GAP NO. 4	203	327	572706
GAP NO. 7	203	330	572709
GAP NO. 8	203	331	572710
GAP NO. 9	203	332	572711
GAP NO. 10	203	333	572712
VA 1	278	474	707777

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BOOK 328 PAGE 409  
 OFFICIAL RECORDS  
 RECORDED AT THE REQUEST OF  
*Newmont Gold Company*  
 99 AUG 24 PM 1:25

EUREKA COUNTY NEVADA  
 M.N. REBALEATI, RECORDER  
 FILE NO. FEES \$13.00

**172554**

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BOOK 328 PAGE 415