

**RECORDING REQUESTED BY AND
WHEN RECORDED, RETURN TO:**

Barrick Gold Exploration Inc.
293 Spruce Road
Elko, Nevada 89801
Attn: Land Manager

**MEMORANDUM OF SECOND AMENDMENT TO
MINING LEASE AND OPTION TO PURCHASE AGREEMENT**

This Memorandum of Second Amendment to Mining Lease and Option to Purchase Agreement ("the Seco Amendment"), dated effective as of OCTOBER 30, 2001, is by and between **ROBERT L. FARLEY and GEORGIA LYNN FARLEY**, husband and wife, of 4916 Allamar Drive, Boise, Idaho 83704, **CARL A. FARLEY and DONNA L. FARLEY**, husband and wife, of 3747 Siphon Dr. Ontario, Oregon 97914, (collectively the "Farleys"), on the one hand, and **BARRICK GOLD EXPLORATION INC.**, a Delaware corporation, (successor in interest to Barrick Gold Exploration Inc., an Ohio corporation), whose address is 293 Spruce Road, Elko, Nevada 89801 ("BGEI"); **OLD VENTURES, INC.**, a Nevada corporation, whose address is P.O. Box 2008, Elko, Nevada 89803 ("Gold Ventures"), and **NEWMONT MINING CORPORATION**, a Delaware corporation whose address is P.O. BOX 669, Carlin, Nevada 89822, ("NMC"), (collectively "Lessee").

RECITALS

A. The Farleys as lessors and optionors, entered into a Mining Lease and Option to Purchase Agreement, dated effective as of November 4, 1991, with BGEI, as lessee and optionee (the "Agreement"), pertaining to certain real property located in Eureka County, Nevada, which property is more particularly described in Exhibit A attached to and made a part of this Second Amendment (the "Property").

B. BGEI assigned the Agreement to Barrick Goldstrike Mines Inc., ("BGMI"), by an Assignment dated June 1, 1994.

C. BGMI and Old Ventures entered into the High Desert and Barrick Gold Venture Agreement, effective May 1, 1994 (the "Venture Agreement"), pursuant to which Gold Ventures acquired an undivided interest in the Agreement.

D. BGMI assigned a Sixty-Nine percent (69%) interest in the Agreement and Venture Agreement to Gold Ventures by an assignment dated December 18, 1996.

E. BGMI assigned its remaining Thirty-One percent (31%) interest in the Agreement and Venture Agreement to BGEI by assignment dated December 19, 1996.

F. Gold Vents assigned a Twenty-Five percent (25%) interest in the Venture Agreement to NMC by assignment dated October 25, 1996.

G. BGEI, Gold Ventures, and NMC now hold their interest in the Agreement as tenants in common subject to their participating interests in the Venture Agreement.

H. The Farland and BGMI/Gold Ventures entered into a First Amendment of Mining Lease and Option to Purchase Agreement, dated September 1st, 1996 (the "First Amendment"). The First Amendment extended the term of the Agreement for another five years, until November 4, 2001.

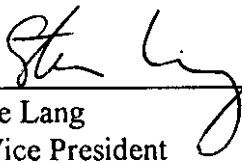
I. The Farland and Lessee have entered into a Second Amendment of Mining Lease and Option to Purchase Agreement, dated OCTOBER 30, 2001 (the "Second Amendment"). The Second Amendment extends the term of the Agreement for another five years, until November 4, 2006.

PURPOSE OF MEMORANDUM

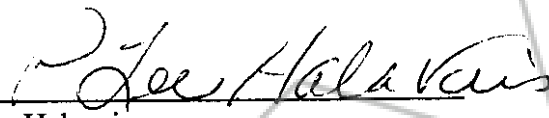
The purpose of this Memorandum of Second Amendment to Mining Lease and Option to Purchase Agreement is recordation and the notice thereby imparted. This Memorandum does not, in any way, serve to otherwise modify the provisions of the Agreement, Venture Agreement, or the Second Amendment referred to above.

IN WITNESS WHEREOF, the parties have executed this Amendment to be effective as of the date first above writ.

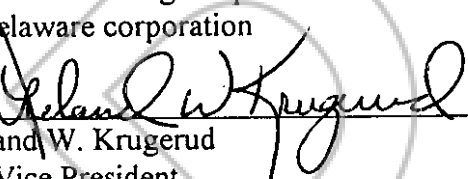
BARRICK GOLD EXPLORATION INC.
a Delaware corporation

By 
Steve Lang
Its Vice President

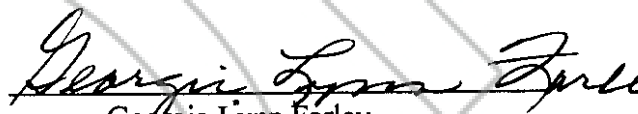
GOLD VENTURES, INC.
a Nevada corporation

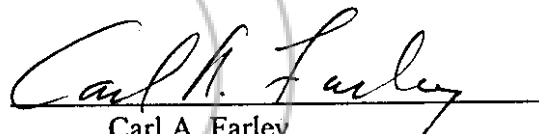
By 
P. Lee Halavais
Its Secretary/Treasurer

Newmont Mining Corporation
a Delaware corporation

By 
Leland W. Krugerud
Its Vice President


Robert L. Farley


Georgia Lynn Farley


Carl A. Farley


Donna L. Farley

OREGON
STATE OF ~~IDAHO~~)
MAINE) SS.
COUNTY OF ~~ADA~~)

On this 16th of OCTOBER, 2001, before me, Michael K. Blackaby,
a notary public for said state, personally appeared Robert L. Farley, known or identified to me to be
the person who executed the instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day
and year in this certificate first above written.



Michael K. Blackaby
Notary Public
Residing at ONTARIO, OREGON
My Commission Expires: 11-20-2004

OREGON
STATE OF ~~IDAHO~~)
MAINE) SS.
COUNTY OF ~~ADA~~)

On this 16th of OCTOBER, 2001, before me, Michael K. Blackaby,
a notary public for said state, personally appeared Georgia Lynn Farley, known or identified to me
to be the person who executed the instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day
and year in this certificate first above written.



Michael K. Blackaby
Notary Public
Residing at ONTARIO, OREGON
My Commission Expires: 11-20-2004

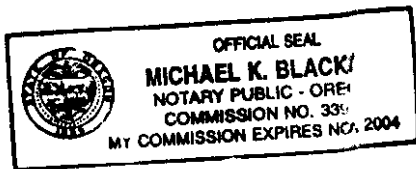
STATE OF OREGON)

: ss.

COUNTY OF MALHEUR)

On this 16th of October, 2001, before me, Michael K. Blackaby
a notary public for said ite, personally appeared Carl A. Farley, known or identified to me to be
the person who executene instrument, and acknowledged to me that he executed the same.

IN WITNESS VEROEF, I have hereunto set my hand and affixed my official seal the
day and year in this certate first above written.



Michael K. Blackaby

Notary Public

Residing at Ontario, Oregon

My Commission Expires: 11-20-2004

STATE OF OREGON)

: ss.

COUNTY OF MALHEUR)

On this 16th of October, 2001, before me, Michael K. Blackaby
a notary public for said ite, personally appeared Donna L. Farley, known or identified to me to
be the person who exead the instrument, and acknowledged to me that she executed the same.

IN WITNESS VEROEF, I have hereunto set my hand and affixed my official seal the
day and year in this cercate first above written.



Michael K. Blackaby

Notary Public

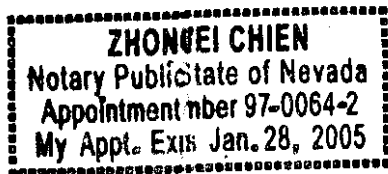
Residing at Ontario, Oregon

My Commission Expires: 11-20-2004

STATE OF NEVADA)
 : ss.
COUNTY OF ~~ELKO~~ WASHO)

On this 2 y of NOV, 2001, personally appeared before me, a notary public for said State, P. Halavais a duly qualified and officer of Gold Ventures Inc., known or identified 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.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

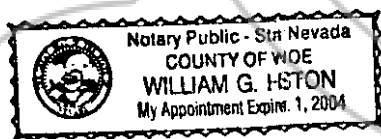


[Signature]
Notary Public
Residing at Reno, NV
My Commission Expires: 1/28/05

STATE OF NEVADA)
 : ss.
COUNTY OF ELKO)

On this 30th y of OCTOBER, 2001, personally appeared before me, a notary public for said State, St. Lang a duly qualified and officer of Barrick Gold Exploration Inc., known or identified 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.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



[Signature]
Notary Public
Residing at ELKO, NEVADA
My Commission Expires: 3/1/2004

STATE OF NEVADA)

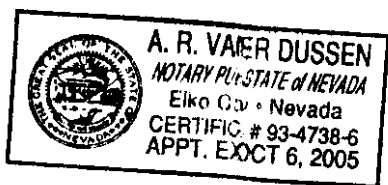
: ss.

COUNTY OF ELKO)

EUREKA

On this 24 of OCTOBER, 2001, personally appeared before me, a notary public for said State, land W. Krugerud a duly qualified and officer of Newmont Mining Corporation, known and identified 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.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



A. R. VanderDussen
Notary Public

Residing at EUREKA COUNTY, NEVADA

My Commission Expires: OCT 6, 2005

EXHIBIT A

LEGAL DESCRIPTION

The following patented mining claims in or about Section 18, Township 35 North, Range 51 East, MDB&

Eureka County Certificate of Location Recordation Data

<u>Name of Claim</u>	<u>Book</u>	<u>Page</u>	<u>BLM#</u>
Golden Boy No. 1	2	394	NMC56975
Golden Boy No. 2	2	121	NMC56976
Golden Boy No. 3	2	122	NMC56977
Golden Boy No. 4	2	123	NMC56978
Golden Boy No. 5	2	124	NMC56979
Golden Boy No. 13	2	132	NMC56987
Golden Boy No. 14	2	133	NMC56988
Golden Boy No. 15	2	134	NMC56989
Golden Boy No. 16	2	135	NMC56990
Golden Boy No. 17	2	136	NMC56991
Golden Boy No. 18	2	137	NMC56992

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OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Barrick Gold Corp.
01 NOV 28 PM 2:12

EUREKA COUNTY NEVADA
M.N. REBALEATI, RECORDER
FILE NO. FEES 21.00

177240

BOOK 344 PAGE 580