

180719

AFTER RECORDING, PLEASE RETURN TO:

Lyle F. Campbell Trust
P. O. Box 7377, Reno, Nevada 89510

MEMORANDUM OF MINERAL LEASE

NOTICE IS HERBY GIVEN that Bertha C. Johnson, Trustee of THE LYLE F. CAMPBELL TRUST under an Agreement of Trust dated 5, 1986 and amended on May 21, 1987, August 19, 1987, April 29, 1991 and May 19, 1988 (hereafter "Lessor"), whose address is P. O. Box 7377, Reno, Nevada, and CASTLEWORTH VENTURES, INC. a CANADIAN corporation, whose address is P. O. Box 187, Evergreen, CO. 80401 (hereafter "Lessee") have entered into a Mineral Lease Agreement (hereafter the "Agreement") dated 7th day of JANUARY, 2003, with respect to the real property described in Exhibit "A" attached hereto and incorporated herein, which real property is situated in Eureka County, Nev. and is referred to in the Agreement and hereinafter as the "Afgan Mineral Prospect".

Under the terms of the Agreement, Lessor has granted Lessee and its successors and assigns the exclusive right to lease purposes of exploration, development and production of the Afgan Mineral Prospect for a term of twenty (20) years from the date hereof and so long thereafter as there is production of one or more Leased Stances from the Afgan Mineral Prospect (but not to exceed a term of 99 years in any event), unless sooner terminated as provided in the Agreement.

Lessee may assign, sublease, enter into a joint operating agreement or otherwise transfer all or any part of its rights or interests under the Agreement without Lessor's prior written consent, which consent shall not be unreasonably withheld by Lessor.

The Agreement incorporated herein by reference and made a part hereof. Copies of the Agreement, including relevant exhibits, are in the possession of the parties at the addresses shown in the first paragraph of this document. The execution and recording of this document shall not limit, increase or in any manner affect any of the terms of this Agreement, or the rights, interests or obligations of the parties hereto.

IN WITNESS WHEREOF, this MEMORANDUM OF MINERAL LEASE has been executed effective as of the 7th day of JANUARY, 2003.

LESSOR:
LYLE F. CAMPBELL TRUST

By Bertha C. Johnson
Bertha C. Johnson, Trustee

LESSEE:
CASTLEWORTH VENTURES, INC., a
CANADIAN corporation

By John E. Watson
(Name) JOHN E. WATSON
(Title) PRESIDENT

Page Two
Memorandum of Lease
Afgan Mineral Lease

STATE OF NEVADA

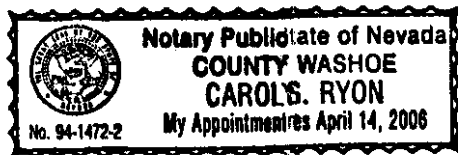
ss.

County of Washoe

On this 3rd day of JANUARY, 2003, personally appeared before me, a Notary Public, Bertha Johnson, Trustee of the Lyle F. Campbell Trust, who acknowledged that she executed the above instrument.

SEAL

Carol S. Ryon
Notary Public



STATE OF Colorado)
County of Jefferson) ss.

On this - day of January, 2003, personally appeared before me, a Notary Public, Ja Watson, the President of Castleworth Ventures, Inc., a Canadian corporation, who acknowledged that he executed the above instrument.

Mande Sher
Notary Public

SEAL

EXHIBIT "A"
MEMORANDUM OF LEASE
AFGAN MINERAL PROSPECT

Location: Sections 17, 19, 20, 29
and 30, T22N51E, M.D.B.&M.
Eureka County Nevada

<u>Claim No(s)</u>	<u>County Records</u>		<u>BLM Serial No(s)</u>
	<u>Book</u>	<u>Page</u>	
Afgan 3 ®	88	59	169151
Afgan 4 ®	88	60	169152
Afgan 5 ®	88	61	169153
Afgan 6 ®	88	62	169154
Afgan 7 ®	88	63	169155
Afgan 8 ®	88	64	169156
Afgan 9 ®	88	65	169157
Afgan 10 ®	88	66	169158
Afgan 11 ®	88	67	169159
Afgan 12 ®	88	68	169160
Afgan 13 ®	117	564	289576
Afgan 14 ®	117	565	289577
Afgan 15 ®	117	566	289578
Afgan 16 ®	117	567	289579
Afgan 17 ®	117	568	289580
Afgan 18 ®	117	569	289581
Afgan 19 ®	117	570	289582
Afgan 20 ®	117	571	289583
Afgan 21 ®	117	572	289584
Afgan 22 ®	117	573	289585
Afgan 23 ®	117	574	289586
Afgan 24 ®	117	575	289587
Afgan 25 ®	117	576	289588
Afgan 26 ®	117	577	289589
Afgan 69 ®	117	578	289590
Afgan 70 ®	117	579	289591
Afgan 71 ®	117	580	289592
Afgan-Ext 1	209	356	592424
Afgan-Ext 2	209	357	592425
Afgan-Ext 2A	243	197	674809
Afgan-Ext 30	243	107	674810
Afgan-Ext 31	243	108	674811
Afgan-Ext 33	243	110	674813
Afgan-Ext 34	243	111	674814
Afgan-Ext 35	243	112	674815
Afgan-Ext 36	243	113	674816
Afgan-Ext 37	243	114	674817
Afgan-Ext 38	243	115	674818
Afgan-Ext 39	243	116	674819
Afgan-Ext 68	212	256	602418
Afgan-Ext 69	212	257	602419

® ders relocation

Page Two - Exhibit "A"
Memorandum of Lease
Afgan Mineral Prospect

Claim Name(s)	County Records		BLM Serial No(s)
	Book	Page	
Afgan-Ext 72	209	360	592428
Afgan-Ext 73	209	361	592429
Afgan-Ext 101	209	362	592430
Afgan-Ext 102	209	363	592431
Afgan-Ext 103	209	364	592432
Afgan-Ext 104	209	365	592433
Afgan-Ext 105	209	366	592434
Afgan-Ext 120	209	367	592435
Afgan-Ext 121	209	368	592436
Afgan-Ext 122	221	460	622127
Afgan-Ext 123	221	461	622128
Afgan-Ext 124	221	462	622129
Afgan-Ext 125	221	463	622130
Afgan-Ext 126	221	464	622131
Afgan-Ext 127	229	142	638155
Afgan-Ext 128	229	143	638156
Afgan-Ext 129	229	144	638157
Afgan-Ext 130	229	145	638158
Afgan-Ext 131	229	146	638159
Afgan-Ext 132	229	147	638160
Afgan-Ext 133	229	148	638161
Afgan-Ext 134	229	149	638162
Nickel 8 ®	243	198	674820
Nickel 9 ®	243	199	674821
Nickel 10 ®	243	200	674822
Nickel 11 ®	243	201	674823
Nickel 12 ®	243	202	674824
Nickel 13 ®	243	203	674825
Predator 1	267	253	698064
Predator 2	267	254	698065
Predator 3	267	255	698066
Predator 4	267	256	698067

® ders relocation

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OFFICIAL RECORDS
RECORDED AT THE COUNTY CLERK'S OFFICE
Lyle F Campbell Trust
03 JAN 13 PM 1:55

CLERK OF COUNTY, NEVADA
J.M. REBALEATI, RECORDER
FILE NO. FEES 17.00

180719

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