

180721

AFTER RECORDING LEASE RETURN TO:

Lyle F. Campbell Trust
P. O. Box 737 Reno, Nevada 89510

MEMORANDUM OF MINERAL LEASE

NOTICE IS HEREBY 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, 1998 (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. 80 (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 "Maggie Creek 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 Maggie Creek 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 Substances from the Maggie Creek 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 duties 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 7 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

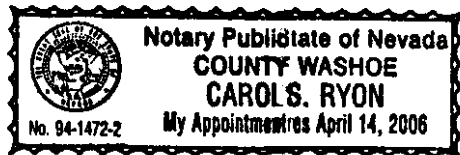
Page Two
Memorandum of Lease
Maggie Creek Mineral Le

STATE OF NEVADA)
) ss.
County of Washoe)

On this 30th 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. Ryan
Notary Public



STATE OF Colorado)
) ss.
County of Jefferson)

On this 1st day of January, 2003, personally appeared before me, a
Notary Public, Jim Watson, the President of Castleworth Ventures,
Inc., a Canadian corporation, who acknowledged that he executed the above instrument.



Mark Fisher
Notary Public

SEAL

EXHIBIT "A"
MORANDUM OF MAGGIE CREEK MINERAL LEASE
MAGGIE CREEK MINERAL PROSPECT

Location: Sections 14, 2nd 26,
T34N, R51E, Section 30,
T34N, R52E, D.B.&M.,
Eureka County Nevada

<u>Claim Name(s)</u>	<u>County Records</u>		<u>BLM Serial No(s)</u>
	<u>Book</u>	<u>Page</u>	
M.C. No. 1	50	439	100670
M.C. No. 2	50	440	100671
M.C. No. 3	50	441	100672
M.C. No. 4	50	442	100673
M.C. No. 5	50	443	100674
M.C. No. 6	50	444	100675
M.C. No. 7	50	445	100676
M.C. No. 8	50	446	100677
M.C. No. 9	50	447	100678
M.C. No. 10	50	448	100679
M.C. No. 11	50	449	100680
M.C. No. 12	50	450	100681
M.C. No. 13	50	451	100682
M.C. No. 14	50	452	100683
M.C. No. 15	50	453	100684
M.C. No. 16	50	454	100685
M.C. No. 17	50	455	100686
M.C. No. 18	50	456	100687
M.C. No. 19	50	457	100688
M.C. No. 20	50	458	100689
M.C. No. 21	50	459	100690
M.C. No. 22	50	460	100691
M.C. No. 23	50	461	100692
M.C. No. 24	50	462	100693
M.C. No. 25	50	463	100694
M.C. No. 26	50	464	100695
M.C. No. 27	50	465	100696
M.C. No. 28	50	466	100697
M.C. No. 29	50	467	100698
M.C. No. 30	50	468	100699
M.C. No. 31	50	469	100700
M.C. No. 32	50	470	100701
M.C. No. 34	50	471	100702
M.C. No. 35	50	472	100703
M.C. No. 36	50	473	100704
M.C. No. 37	50	474	100705
M.C. No. 38	50	475	100706
M.C. No. 39	50	476	100707
M.C. No. 40	50	477	100708
M.C. No. 41	50	478	100709
M.C. No. 42	50	479	100710
M.C. No. 43	50	480	100711
M.C. No. 44	50	481	100712
M.C. No. 45	50	482	100713

Page Two – Exhibit “A”
Memorandum of Maggircreek Mineral Lease
Maggie Creek Prospect

<u>Claim Name(s)</u>	<u>County Records</u>		<u>BLM Serial No(s)</u>
	<u>Book</u>	<u>Page</u>	
M.C. No. 46	50	483	100714
M.C. No. 47	50	484	100715
M.C. No. 48	50	485	100716
M.C. No. 49	50	486	100717
M.C. No. 50	50	487	100718
M.C. No. 51	50	488	100719
M.C. No. 52	50	489	100720
M.C. No. 53	50	490	100721
M.C. No. 54	50	491	100722
M.C. No. 55	50	492	100723
M.C. No. 56	50	493	100724
M.C. No. 57	50	494	100725
M.C. No. 58	50	495	100726
M.C. No. 59	50	496	100727
M.C. No. 60	50	497	100728
M.C. No. 61	50	498	100729
M.C. No. 62	50	499	100730
M.C. No. 63	50	500	100731
M.C. No. 64	50	501	100732
M.C. No. 65	50	502	100733
M.C. No. 66	50	503	100734
M.C. No. 67	50	504	100735
M.C. No. 68	50	505	100736
M.C. No. 69	50	506	100737
M.C. No. 70	50	507	100738
M.C. No. 71	50	508	100739
M.C. No. 72	50	509	100740
M.C. No. 73	50	510	100741
M.C. No. 74	50	511	100742
M.C. No. 75	50	512	100743
M.C. No. 76	50	513	100744
M.C. No. 77	50	514	100745
M.C. No. 78	50	515	100746
M.C. No. 79 ®	111	368	273059
M.C. No. 80 ®	111	369	273060
M.C. No. 81 ®	111	370	273061
M.C. No. 82 ®	111	371	273062
M.C. No. 83 ®	111	372	273063
M.C. No. 84 ®	111	373	273064
M.C. No. 85 ®	111	374	273065
M.C. No. 86 ®	111	375	273066
M.C. No. 87 ®	111	376	273067
M.C. No. 88 ®	111	377	273068
M.C. No. 89 ®	111	378	273069
M.C. No. 90 ®	111	379	273070
M.C. No. 91 ®	111	380	273071
M.C. No. 92 ®	111	381	273072

® denr relocation

Page Three – Exhibit “/”
Memorandum of Maggicreek Mineral Lease
Maggie Creek Mineral Spect

<u>Claim Name(s)</u>	<u>County Records</u>		<u>BLM Serial No(s)</u>
	<u>Book</u>	<u>Page</u>	
M.C. No. 93 @	111	382	273073
M.C. No. 94 @	111	383	273074
M.C. No. 95 @	111	384	273075
M.C. No. 96 @	111	385	273076
M.C. No. 97 @	111	386	273077

@ ders relocation

M.C. No. 98	184	550	515882
M.C. No. 99	184	551	515883
M.C. No. 100	184	552	515884
M.C. No. 101	184	553	515885
M.C. No. 102	184	554	515886
M.C. No. 103	184	555	515887

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OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Lyle F. Campbell Trust
03 JAN 13 PM 1:57

CLERK OF DISTRICT COURT, NEVADA
JULIE REBALEATI, RECORDER
FILE NO. FEES 18.00

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