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BOOK *363* PAGE *269-278*
 OFFICIAL RECORDS
 RECORDED AT THE REQUEST OF
Newmont Mining Corp.
 2003 JUL 22 PM 3: 15

EUREKA COUNTY NEVADA
 M.N. REBALEATI, RECORDER
 FILE NO. FEES *23.00*

182229

When recorded, return to:

Land Department
 Newmont Mining Corporation
 1700 Lincoln, Suite 360
 Denver, Colorado 80202

MEMORANDUM OF AGREEMENT

KNOW ALLY THESE PRESENTS:

That the undersigned have executed and delivered their Purchase Agreement in writing bearing an effective date of May 13, 2003 ("Agreement"), containing terms and conditions, all of which are hereby made a part hereof as fully and completely as if herein specifically set out in full, whereby Newmont USA Limited, d/b/a Newmont Mining Corporation, a Delaware corporation ("Newmont"), agreed to quit claim to Victoria Resources (US) Inc Nevada corporation ("Victoria") its interest in the property described on Exhibit hereto (the "Property"), and Victoria agreed to convey to Newmont a royalty production of minerals produced from the Property.

Victoria agreed to deliver to Newmont, at Closing, a quit claim deed reconveying the Property to Newmont or Newmont's designee, which deed Newmont or its designee may record if Victoria fails to satisfy certain payment obligations. Victoria also agreed to maintain the Property in good standing, including, but not limited to, payment of property taxes, payment of mineral maintenance fees for unpatented mining claims, and satisfying any federal or state mining requirements for maintaining unpatented mining claims. Prior to abandoning any patented or unpatented mining claims included within the Property, within 90 days of the date of the Agreement, Victoria shall provide Newmont written notice of its intent to abandon such claims, and provide Newmont an opportunity to elect to have such claims conveyed to it. The Agreement also grants to Newmont a right to elect to process ore mined from the Property, under certain conditions. Victoria and Bema Gold Corporation agreed to indemnify Newmont for liabilities arising from or relating to operations and conditions on the Property. These covenants, and the obligations created thereby, are intended to survive closing, are binding on the parties' respective successors and assigns, and shall run with the subject lands.

IN WITNESS WHEREOF, this Memorandum has been executed effective as of May 13, 2003.

VICTORIA RESOURCES (US) INC.
a Nevada corporation

By: [Signature]
Name: ROGER RICHER
Title: PRESIDENT

VICTORIA RESOURCE CORPORATION
a British Columbia corporation

By: [Signature]
Name: ROGER RICHER
Title: PRESIDENT

BEMA GOLD CORPORATION
a Canadian Corporation

By: [Signature]
Name: CLIVE JOHNSON
Title: PRESIDENT

NEWMONT USA LIMITED,
d/b/a/ NEWMONT MINING CORPORATION, a Delaware corporation

By: [Signature]
Name: Leland W. Johnson II
Title: Vice President, Business Affairs
N.A. Ops

PROVINCE OF BRITISH COLUMBIA)
STATE OF COLORADO)
OF VANCOUVER) ss.
CITY & COUNTY OF DENVER)

This instrument was acknowledged before me on this 13th day of May, 2003,
by ROGER RICHER, as PRESIDENT of VICTORIA
RESOURCES (US) INC.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official
Seal the day and y first above written.

[Signature]
Notary Public
My commission expires: does not expire

[SEAL]



PROVINCE OF BRITISH COLUMBIA)
STATE OF COLORADO)
OF VANCOUVER) ss.
CITY & COUNTY OF DENVER)

This instrument was acknowledged before me on this 13th day of May, 2003,
by ROGER RICK, as PRESIDENT of VICTORIA
RESOURCE CORPORATION.

IN WITNE WHEREOF, I have hereunto set my hand and affixed my Official
Seal the day and y first above written.

B

Notary Public
My commission expires: does not expire

[SEAL]



PROVINCE OF BRITISH COLUMBIA)
STATE OF COLORADO)
OF VANCOUVER) ss.
CITY & COUNTY OF DENVER)

This instrument was acknowledged before me on this 13th day of May, 2003, by
CLIVE JOHNSON, as PRESIDENT of
BEMA GOLD CORPORATION.

IN WITNE WHEREOF, I have hereunto set my hand and affixed my Official
Seal the day and y first above written.

B

Notary Public
My commission expires: does not expire

[SEAL]



STATE OF ^{Nevada}~~COLORADO~~)
~~CITY AND COUNTY OF DENVER~~ Eureka) ss.

This instrunt was acknowledged before me on this 28 day of May, 2003, by Leland W. Kugerud, as V.P., Business Affairs, N.A. Ops. of NEWMONT USA LIMITED, d/b/a NEWMONT MINING CORPORATION.

IN WITNE WHEREOF, I have hereunto set my hand and affixed my Official Seal the day and y first above written.

[S E A L]

P. J. Glass
Notary Public
My commission expires: April 11, 2006

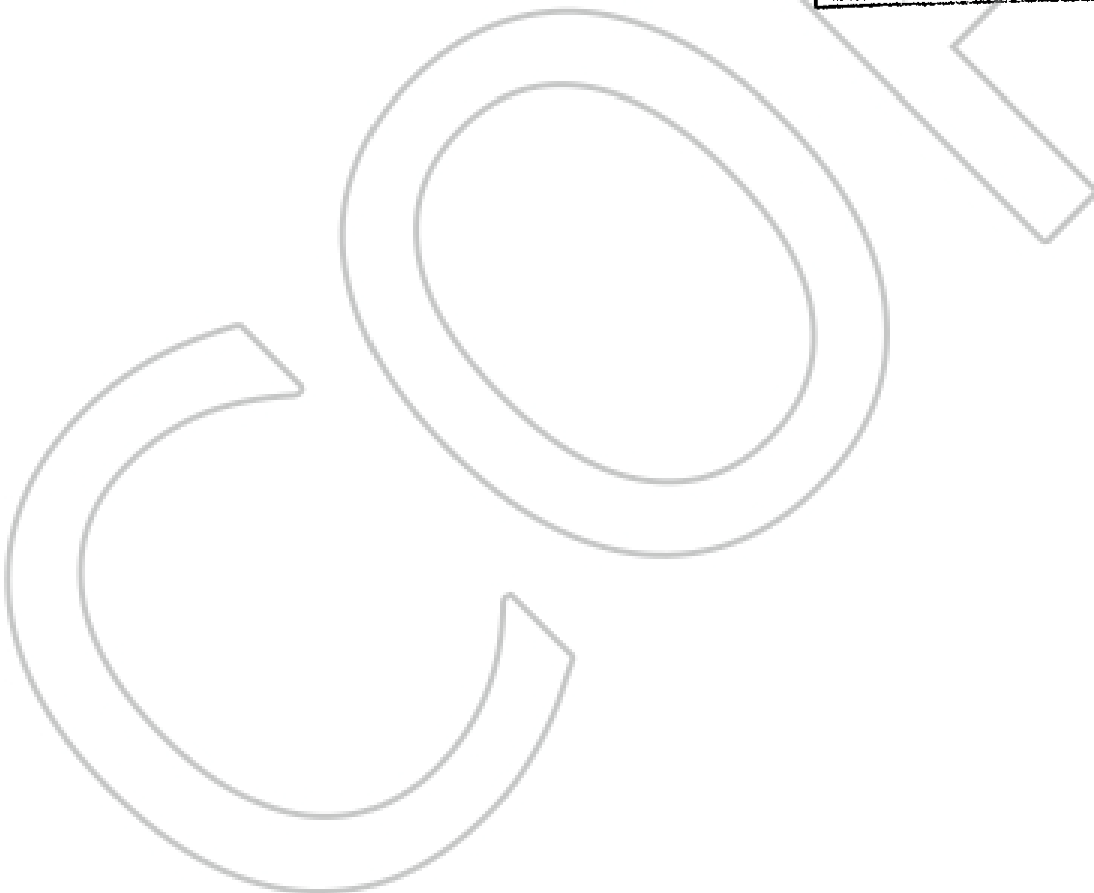
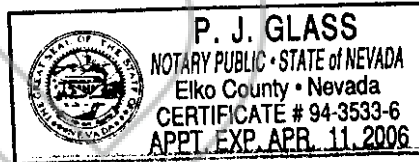


EXHIBIT A
MEMORANDUM OF AGREEMENT BETWEEN
NEWMONT LIMITED, d/b/a NEWMONT MINING CORPORATION,
VICTORIA RESOURCES (US) INC., VICTORIA RESOURCE CORPORATION
AND BEMA GOLD CORPORATION

NEWMONT PROPERTY

Eureka and Lander Counties, Nevada

1. The following patented mining claims in Sections 20, 21, 28, 29, T27N, R48E, MDBM:
 - VENTURAS 47, Patent No. 16390)
 - MAID QUN (MS 52, Patent No. 19602)
 - MAY FLOOR, COMSTOCK, ILLINOIS, WHITE HORSE, JUMBO, AURORA. IODA, & BENJAMIN HARRISON (MS 3207, Patent No. 110031)
 - EMMA E. S 3635, Patent No. 164355)

2. The following unpatented lode mining claims in Sections 2-4, 8-11, 14-22, 27-29, 32-35, T27N, BE, MDBM:

CLAIM NAME	SERIAL NO. (NMC)
BRUNO	47024
CAVALIER	47025
EAGLE MINE	47026
ERIN	47027
ESTHER	47028
GLITTERING GALOR	47029
CORTEZ	47030
CORTEZ NO. 1	47031
CORTEZ NO. 2	47032
CORTEZ NO. 3	47033
CORTEZ NO. 4	47034
CORTEZ NO. 5	47035
BLUE BELL	47036
BLUEJAY MINE	47037
LONDON	47038
MAJESTIC	47039
MAJESTIC NO. 1	47040
MASCOT	47041
ONEONTON MINE	47042
SHAMROCK	47043
TOM GILLAIM EXTENSION	47044
VALLEY VIEW	47045
HIGHLAND LASSIE	47046

CLAIM NAME	SERIAL NO. (NMC)
WHITEY	47047
SHEILA	47048
NORMAN	47049
ESTHER B.	47050
NORA	47051
BUDDY	47052
AMY	47053
BRUNO NO. 1	47054
JOSEPHINE	47055
NO. 9	47056
NO. 10	47057
NO. 11	47058
NO. 23	47059
NO. 24	47060
MONTEREY	47061
IDA	47062
IDA NO. 1	47063
IDA NO. 2	47064
IDA NO. 3	47065
IDA NO. 4	47066
VICTORY	47067
VICTORY NO. 1	47068
LASSIE NO. 1	47069

CLAIM NAME	SERIAL NO. (NMC)
LASSIE NO. 2	47070
LONG SHOT	47071
LONG SHOT NO. 1	47072
HELEN	47073
HELEN NO. 1	47074
HELEN NO. 2	47075
NORA # 1	47076
NORA # 2	47077
BUDDY NO. 1	47078
BUDDY NO. 2	47079
BUDDY NO. 3	47080
ION NO. 1A	47242
ION NO. 2A	47243
ION NO. 3A	47244
ION NO. 4A	47245
ION NO. 5A	47246
ION NO. 6A	47247
ION NO. 7	47248
ION NO. 8	47249
ION NO. 9	47250
M - 18	47251
M - 19	47252
M - 20	47253
M - 21	47254
M - 22	47255
M - 23	47256
M - 24	47257
M - 25	47258
M - 26	47259
M - 27	47260
M - 28	47261
M - 29	47262
M - 30	47263
M - 31	47264
M - 32	47265
M - 33	47266
M - 34	47267
M - 35	47268
M - 36	47269
M - 37	47270
M - 38	47271
M - 39	47272
M - 40	47273
M - 41	47274
M - 42	47275
M - 43	47276
M - 44	47277

CLAIM NAME	SERIAL NO. (NMC)
M - 45	47278
M - 46	47279
M - 47	47280
M - 48	47281
M - 49	47282
M - 50	47283
M - 51	47284
M - 52	47285
M - 53	47286
M - 54	47287
M - 55	47288
M - 56	47289
M - 57	47290
M - 58	47291
M - 59	47292
M - 60	47293
M - 61	47294
M - 62	47295
M - 63	47296
M - 64	47297
M - 65	47298
M - 66	47299
M - 67	47300
M - 68	47301
M - 69	47302
M - 70	47303
M - 71	47304
M - 72	47305
M - 73	47306
M - 74	47307
M - 75	47308
M - 76	47309
M - 77	47310
M - 78	47311
M - 79	47312
M - 80	47313
M - 81	47314
M - 82	47315
M - 101	47316
M - 102	47317
M - 103	47318
M - 104	47319
M - 105	47320
M - 106	47321
M - 107	47322
M - 108	47323
M - 109	47324

CLAIM NAME	SERIAL NO. (NMC)
M - 110	47325
M - 111	47326
M - 112	47327
M - 113	47328
M - 114	47329
M - 115	47330
M - 116	47331
M - 117	47332
C - 1	47333
C - 2	47334
C - 3	47335
C - 4	47336
C - 5	47337
C - 6	47338
C - 7	47339
C - 8	47340
C - 9	47341
C - 10	47342
C - 11	47343
C - 12	47344
C - 13	47345
C - 14	47346
C - 15	47347
C - 16	47348
C - 17	47349
C - 18	47350
C - 19	47351
C - 20	47352
C - 21	47353
C - 22	47354
C - 23	47355
C - 24	47356
C - 25	47357
C - 26	47358
C - 27	47359
C - 28	47360
C - 29	47361
C - 30	47362
C - 31	47363
C - 34	47364
C - 35	47365
C - 36	47366
C - 37	47367
C - 38	47368
C - 40	47369
C - 41	47370
C - 42	47371

CLAIM NAME	SERIAL NO. (NMC)
C - 43	47372
C - 44	47373
C - 45	47374
C - 46	47375
C - 47	47376
C - 48	47377
C - 49	47378
RUS 1	50604
RUS 2	50605
RUS 3	50606
RUS 4	50607
RUS 5	50608
RUS 6	50609
RUS 7	50610
RUS 8	50611
RUS 9	50612
RUS 10	50613
RUS 11	50614
RUS 12	50615
RUS 13	50616
RUS 14	50617
RUS 15	50618
RUS 16	50619
RUS 17	50620
RUS 18	50621
RUS 19	50622
RUS 20	50623
RUS 21	50624
RUS 22	50625
RUS 23	50626
CV # 1	128073
CV # 2	128074
CV # 3	128075
CV # 4	128076
CV # 5	128077
CV # 6	128078
CV # 7	128079
CV # 8	128080
CV # 9	128081
CV # 10	128082
CV # 11	128083
CV # 12	128084
CV # 13	128085
CV # 14	128086
CV # 15	128087
CV # 16	128088
CV # 17	128089

CLAIM NAME	SERIAL NO. (NMC)
CV # 18	128090
CV # 19	128091
CV # 20	128092
CV # 21	128093
CV # 22	128094
CV # 23	128095
CV # 24	128096
CV # 25	128097
CV # 26	128098
CV # 27	128099
CV # 28	128100
CV # 29	128101
CV # 30	128102
CV # 31	128103
CV # 32	128104
CV # 33	128105
CV # 34	128106
CV # 35	128107
CV # 36	128108
CV # 37	128109
CV # 38	128110
CV # 39	128111
CV # 40	128112
CV # 41	128113
CV # 42	128114
CV # 43	128115
CV # 44	128116
CV # 45	128117
CV # 46	128118
CV # 47	128119
CV # 48	128120
CV # 49	128121
CV # 50	128122
CV # 51	128123
CV # 52	128124
CV # 53	128125
CV # 54	128126
CV # 55	128127
CV # 56	128128
CV # 57	128129
CV # 58	128130
CV # 59	128131
AHR # 1	133042
AHR # 2	133043
PHIL NO. 1	529660
PHIL NO. 2	529661
PHIL NO. 3	529662

CLAIM NAME	SERIAL NO. (NMC)
PHIL NO. 4	529663
PHIL NO. 5	529664
PHIL NO. 6	529665
PHIL NO. 7	529666
PHIL NO. 8	529667
PHIL NO. 9	529668
PHIL NO. 10	529669
PHIL NO. 11	529670
PHIL NO. 12	529671
PHIL NO. 13	529672
PHIL NO. 14	529673
PHIL NO. 15	529674
PHIL NO. 16	529675
PHIL NO. 17	529676
PHIL NO. 18	529677
PHIL NO. 19	529678
PHIL NO. 20	529679
PHIL NO. 21	529680
PHIL NO. 22	529681
PHIL NO. 23	529682
PHIL NO. 24	529683
PHIL NO. 25	529684
PHIL NO. 26	529685
MLC 1	629993
MLC 2	629994
MLC 3	629995
MLC 4	629996
MLC 5	629997
MLC 6	629998
MLC 7	629999
MLC 8	630000
MLC 9	630001
MLC 10	630002
MLC 11	630003
MLC 12	630004
MLC 13	630005
SCHOOL NO. 1	655464
SCHOOL NO. 2	655465
SCHOOL NO. 3	655466
SCHOOL NO. 4	655467
SCHOOL NO. 5	655468
SCHOOL NO. 6	655469
SCHOOL NO. 7	655470
SCHOOL NO. 8	655471
SCHOOL NO. 9	655472
SCHOOL NO. 10	655473
SCHOOL NO. 11	655474

CLAIM NAME:	SERIAL NO. (NMC)
XTC 1	805983
XTC 2	805984
XTC 3	805985
XTC 4	805986
XTC 5	805987
XTC 6	805988
XTC 7	805989
XTC 8	805990
XTC 9	805991
XTC 10	805992
XTC 11	805993
XTC 12	805994
XTC 13	805995
XTC 14	805996
XTC 15	805997
XTC 16	805998
XTC 17	805999
XTC 18	806000
XTC 19	806001
XTC 20	806002
XTC 21	806003
XTC 22	806004
XTC 23	806005
XTC 24	806006
XTC 25	806007
XTC 26	806008
XTC 27	806009
XTC 28	806010
XTC 29	806011
XTC 30	806012
XTC 31	806013
XTC 32	806014
XTC 33	806015
XTC 34	806016
XTC 35	806017
XTC 36	806018
XTC 37	806019
XTC 38	806020
XTC 39	806021
XTC 40	806022
XTC 41	806023
XTC 42	806024
XTC 43	806025
XTC 44	806026
XTC 45	806027
XTC 46	806028
XTC 47	806029

CLAIM NAME	SERIAL NO. (NMC)
XTC 48	806030
XTC 49	806031
XTC 50	806032
XTC 51	806033
XTC 52	806034
XTC 53	806035
XTC 54	806036
XTC 55	806037
XTC 56	806038
XTC 57	806039
XTC 58	806040
XTC 59	806041
XTC 60	806042
XTC 61	806043
XTC 62	806044
XTC 63	806045
XTC 64	806046
XTC 65	806047
XTC 66	806048
XTC 67	806049
XTC 68	806050
XTC 69	806051
XTC 70	806052
XTC 71	806053
XTC 72	806054
XTC 73	806055
XTC 74	806056
XTC 75	806057
XTC 76	806058
XTC 77	806059
XTC 78	806060
XTC 79	806061
XTC 80	806062
XTC 81	806063
XTC 82	806064
XTC 83	806065
XTC 84	806066
XTC 85	806067
XTC 86	806068
XTC 87	806069
XTC 88	806070
XTC 89	806071
XTC 90	806072
XTC 91	806073
XTC 92	806074
XTC 93	806075
XTC 94	806076

CLAIM NAME	SERIAL NO. (NMC)
XTC 95	806077
XTC 96	806078
XTC 97	806079
XTC 98	806080

COPY

INDEX

FEE 23⁰⁰ FILE # 50203
 REQUEST OF
 NEWMONT

226153

03 JUN 25 PM 1:10

BK 3 PG 33744
 JERRY D. REYNOLDS
 ELKO CO. RECORDER

182229

OK 363 PAGE 278 46

OFFICIAL RECORDS
 LANDER CO. NEV
 RECORD REQUESTED BY
Newmont Mining Corp
 03 JUN -9 PM 1:06

IDONNA M. TREVINO
 RECORDER

INDEXED

FEE 23⁰⁰ DEP LN