

APN 005-410-34
Recorded at the request of
and when recorded return to:
Montezuma Mines Inc.
559 W. Silver St., Suite 301
Elko, NV 89801

BOOK 377 PAGE 243-245
OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Montezuma Mines
2004 APR -5 AM 8:32

EUREKA COUNTY, NEVADA
M.N. REBALEATI, RECORDER
FILE NO. FEES 16.00

186235

Notice of Mineral Lease and Option to Purchase Agreement

Notice is given that DAVID WASHINGTON and JOHN J. GARDINER ("GRUBSTAKE") entered into a Mineral Lease and Option to Purchase Agreement (the "Agreement") on March 15, 2000. A copy of the Mineral Lease and Option to Purchase Agreement Exhibit A and Amendment to Mineral Lease and Option to Purchase Agreement are attached. John J. Gardiner assigned the Agreement to MONTEZUMA MINES INC., a Nevada corporation.

Dated April 2, 2004

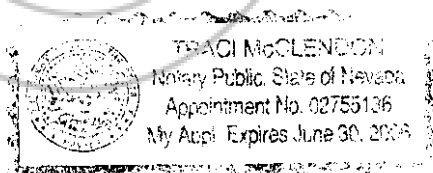
MONTEZUMA MINES INC.

Sharon L. Hogg
By: Sharon L. Hogg, Secretary
559 W. Silver St., Suite 301
Elko, NV 89801
Phone 775-778-3693

STATE OF NEVADA)
)ss
County of Elko)

On this 2nd day of April, 2004, personally appeared before me SHARON L. HOGG, the signer of the foregoing instrument, who duly 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 Memorandum first above written.



Traci McCleendon
Notary Public

Mineral Lease and Option to Purchase Agreement
Exhibit A

Description of Property

State: Nevada
County: Eureka
Township: 29N
Range: 48E
Section: 35
Parcel Number: 005-410-34
Legal Description: SE1/4 SE1/4
Number of Acres: 40

Owner(s)

Tehama Holding, Limited Partnership C.E.D.

Per: Seller (Name & Address)

333 E. Weaver - Colinga Ca.

David Washington

93210

Per: Contract Purchaser (Name & Address)

Johnna K. Kobi, V. Pres

Per: Contract Purchaser (Name & Address)

3-15-00

Approval: Cattleman Title Guarantee Co.

John J. Gardiner
John J. Gardiner

(May include corrections/amendments by Owner)

AMENDMENT TO MINERAL LEASE AND OPTION TO PURCHASE AGREEMENT

THIS AMENDMENT TO MINERAL LEASE AND OPTION TO PURCHASE AGREEMENT is made effective this 18th day of March, 2004, by and between DAVID WASHINGTON, 333 E. HOUSTON, COOLINGA, CA 93210 ("Owner") and MONTEZUMA MINES INC., a Nevada corporation, 559 W. Silver St., Suite 301, Elko, NV 89801 ("MMI").

RECITALS

WHEREAS, Tehama Holdings Inc. ("Tehama") and John J. Gardiner, acting for various Grubstake parties ("Grubstake"), have entered into a MINERAL LEASE AND OPTION TO PURCHASE AGREEMENT, effective the 15th day of March, 2000; and

WHEREAS, MMI is successor in interest to Grubstake; and

WHEREAS, Owner is successor in interest to Tehama; and

WHEREAS, MMI and Owner have agreed to amend that MINERAL LEASE AND OPTION TO PURCHASE AGREEMENT;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, MMI and Owner agree as follows:

Sections 2 and 9 of the MINERAL LEASE AND OPTION TO PURCHASE shall be amended as to the term by substituting "fifteen (15) years" for "five (5) years."

Section 12 shall be amended by substituting the following address for Notice to MMI:
Montezuma Mines Inc.
559 W. Silver St., Suite 301
Elko, Nevada 89801

All other terms and conditions of the Mineral Lease and Option to Purchase Agreement remain the same.

Dated: MARCH 18 - 2004

David Washington

MONTEZUMA MINES INC.

Dated: MARCH 9th 2004

John M. Hogg

WashingtonAmendment