



0215397

When recorded, mail to:

Bensing and Associates, Inc.
P.O. Box 805
Franktown, Colorado 80116-0805

This Space Reserved

The undersigned hereby affirms that there are no social security numbers on this document

MEMORANDUM OF AGREEMENT

NOTICE IS HEREBY GIVEN that GOLD STANDARD ROYALTY (NEVADA) INC., a Nevada corporation ("Owner") whose address is One East Liberty Street, #424, Reno, Nevada, USA 89501 and NV GOLD CORPORATION (USA), a Nevada corporation ("Purchaser") whose address is P.O. Box 805, Franktown, Colorado 80116-0805 and NV GOLD CORPORATION, a British Columbia corporation, have entered into a Mineral Claims Sale and Purchase Agreement ("Agreement") effective May 14, 2010, covering those certain unpatented lode mining claims located in Eureka County, Nevada and more particularly described on Exhibit A ("Claims"), attached hereto and made a part hereof.

1. GRANT:

Subject to the satisfaction of the terms and conditions of the Agreement, Grantor will transfer all right title and interest in the Claims to Grantee by Quitclaim Deed.

2. TERM:

Grantee agrees that all terms and conditions of the Agreement will be satisfied to the complete satisfaction of Grantor within one (1) year from the effective date of the Agreement unless the parties agree to modify or amend the Agreement in writing and signed by both the Grantor and Grantee.

This Memorandum is made for the purpose of giving actual and record notice of the Agreement which is incorporated herein by this reference and made a part hereof. Copies of the Agreement are in the possession of the parties at the addresses shown above. In the event of any inconsistency between this Memorandum and the Agreement, the Agreement shall control. The execution and recordation of this Memorandum shall not modify, amend, extinguish or supersede or in any other manner affect the rights and responsibilities of the parties under the Agreement.

This Memorandum of Agreement may be executed in counterparts and the separate signature pages shall comprise a single document.

Dated this 14th day of June, 2010.

GOLD STANDARD ROYALTY (NEVADA) INC.,
a Nevada corporation

By: _____


John Legg, President

NV GOLD CORPORATION (USA),
a Nevada corporation

By: [Signature]
JOHN E. WATSON, President

NV GOLD CORPORATION,
a British Columbia corporation

By: [Signature]
JOHN E. WATSON, President

PROVINCE OF BRITISH COLUMBIA)
) ss
CITY OF VANCOUVER)

On this 14th day of June, 2010, personally appeared before me, a Notary Public in and for said Province and City, John Legg, President of **GOLD STANDARD ROYALTY (NEVADA) INC.**, a Nevada corporation, who acknowledged that he executed the foregoing **MEMORANDUM OF AGREEMENT** and to me known or proved to be the person described in and who executed the same.

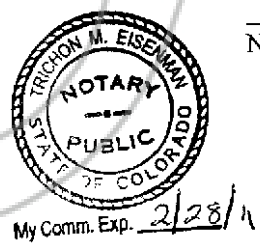
[Signature]
NOTARY PUBLIC
*No advice sought
or given.*

**BRUCE SCOTT
BARRISTER & SOLICITOR
DuMOULIN BLACK LLP
10th FLOOR-595 HOWE STREET
VANCOUVER, B.C. V6C 2T5**

STATE OF COLORADO)
) ss
COUNTY OF JEFFERSON)

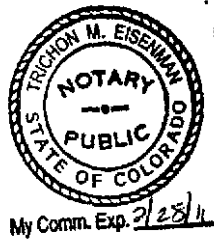
On this 11th day of June, 2010, personally appeared before me, a Notary Public in and for said County and State, John E. Watson, President of **NV GOLD CORPORATION (USA)**, a Nevada corporation, who acknowledged that he executed the foregoing **MEMORANDUM OF AGREEMENT** and to me known or proved to be the person described in and who executed the same.

[Signature]
NOTARY PUBLIC



STATE OF COLORADO)
) ss
COUNTY OF JEFFERSON)

On this 12th day of ~~June~~^{July}, 2010, personally appeared before me, a Notary Public in and for said County and State, John E. Watson, President of NV GOLD CORPORATION, a British Columbia corporation, who acknowledged that he executed the foregoing **MEMORANDUM OF AGREEMENT** and to me known or proved to be the person described in and who executed the same.



Trichon M. Eisenman
NOTARY PUBLIC

EXHIBIT "A"

<u>Claim Name</u>	<u>Book and Page</u>	<u>Recording Reception No.</u>	<u>BLM Serial No.</u>
Afgan No. 3	88:59	77037	NMC 169151
Afgan No. 4	88:60	77038	NMC 169152
Afgan No. 5	88:61	77039	NMC 169153
Afgan No. 6	88:62	77040	NMC 169154
Afgan No. 7	88:63	77041	NMC 169155
Afgan No. 8	88:64	77042	NMC 169156
Afgan No. 9	88:65	77043	NMC 169157
Afgan No. 10	88:66	77044	NMC 169158
Afgan No. 11	88:67	77045	NMC 169159
Afgan No. 12	88:68	77046	NMC 169160
Afgan No. 13	117:564	90977	NMC 289576
Afgan No. 14	117:565	90978	NMC 289577
Afgan No. 15	117:566	90979	NMC 289578
Afgan No. 16	117:567	90980	NMC 289579
Afgan No. 17	117:568	90981	NMC 289580
Afgan No. 18	117:569	90982	NMC 289581
Afgan No. 19	117:570	90983	NMC 289582
Afgan No. 20	117:571	90984	NMC 289583
Afgan No. 21	117:572	90985	NMC 289584
Afgan No. 22	117:573	90986	NMC 289585
Afgan No. 23	117:574	90987	NMC 289586
Afgan No. 24	117:575	90988	NMC 289587
Afgan No. 25	117:576	90989	NMC 289588
Afgan No. 26	117:577	90990	NMC 289589
Afgan No. 69	117:578	90991	NMC 289590
Afgan No. 70	117:579	90992	NMC 289591
Afgan No. 71	117:580	90993	NMC 289592
AFGAN-EXT No. 1	209:356	132058	NMC 592424
AFGAN-EXT No. 2	209:357	132059	NMC 592425
AFGAN-EXT No. 72	209:360	132062	NMC 592428
AFGAN-EXT No. 73	209:361	132063	NMC 592429
AFGAN-EXT No.101	209:362	132064	NMC 592430
AFGAN-EXT No.102	209:363	132065	NMC 592431
AFGAN-EXT No.103	209:364	132066	NMC 592432
AFGAN-EXT No.104	209:365	132067	NMC 592433
AFGAN-EXT No.105	209:366	132068	NMC 592434
AFGAN-EXT No.120	209:367	132069	NMC 592435
AFGAN-EXT No.121	209:368	132070	NMC 592436
Afgan-EXT No. 68	212:256	133037	NMC 602418



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<u>Claim Name</u>	<u>Book and Page</u>	<u>Recording Reception No.</u>	<u>BLM Serial No.</u>
Afgan-EXT No. 69	212:257	133038	NMC 602419
Afgan EX No. 122	221:460	136367	NMC 622127
Afgan EX No. 123	221:461	136368	NMC 622128
Afgan EX No. 124	221:462	136369	NMC 622129
Afgan EX No. 125	221:463	136370	NMC 622130
Afgan EX No. 126	221:464	136371	NMC 622131
Kobeh #1830	230:298	139188	NMC 637488
Kobeh #1831	230:299	139189	NMC 637489
Kobeh #1832	230:300	139190	NMC 637490
Kobeh #1833	230:301	139191	NMC 637491
Kobeh #1929	230:314	139204	NMC 637504
Kobeh #1930	230:315	139205	NMC 637505
Kobeh #1931	230:316	139206	NMC 637506
Kobeh #1932	230:317	139207	NMC 637507
Kobeh #1933	230:318	139208	NMC 637508
Kobeh #2028	230:330	139220	NMC 637520
Kobeh #2029	230:331	139221	NMC 637521
Kobeh #2030	230:332	139222	NMC 637522
Kobeh #2031	230:333	139223	NMC 637523
Kobeh #2032	230:334	139224	NMC 637524
Kobeh #2033	230:335	139225	NMC 637525
Kobeh #2130	230:348	139238	NMC 637538
Kobeh #2131	230:349	139239	NMC 637539
Kobeh #2132	230:350	139240	NMC 637540
Kobeh #2230	230:364	139254	NMC 637554
Kobeh #2231	230:365	139255	NMC 637555
Kobeh #2232	230:366	139256	NMC 637556
AFGAN-Ext. No. 127	229:142	138832	NMC 638155
AFGAN-Ext. No. 128	229:143	138833	NMC 638156
AFGAN-Ext. No. 129	229:144	138834	NMC 638157
AFGAN-Ext. No. 130	229:145	138835	NMC 638158
AFGAN-Ext. No. 131	229:146	138836	NMC 638159
AFGAN-Ext. No. 132	229:147	138837	NMC 638160
AFGAN-Ext. No. 133	229:148	138838	NMC 638161
AFGAN-Ext. No. 134	229:149	138839	NMC 638162
Afgan-Ext No. 2a	243:197	143510	NMC 674809
Afgan-Ext No. 30	243:107	143447	NMC 674810
Afgan-Ext No. 31	243:108	143448	NMC 674811
Afgan-Ext No. 33	243:110	143450	NMC 674813
Afgan-Ext No. 34	243:111	143451	NMC 674814
Afgan-Ext No. 35	243:112	143452	NMC 674815
Afgan-Ext No. 36	243:113	143453	NMC 674816
Afgan-Ext No. 37	243:114	143454	NMC 674817
Afgan-Ext No. 38	243:115	143455	NMC 674818
Afgan-Ext No. 39	243:116	143456	NMC 674819




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<u>Claim Name</u>	<u>Book and Page</u>	<u>Recording Reception No.</u>	<u>BLM Serial No.</u>
Nickel No. 8	243:198	143512	NMC 674820
Nickel No. 9	243:199	143513	NMC 674821
Nickel No. 10	243:200	143514	NMC 674822
Nickel No. 11	243:201	143515	NMC 674823
Nickel No. 12	243:202	143516	NMC 674824
Nickel No. 13	243:203	143517	NMC 674825
Predator 1	267:253	151869	NMC 698064
Predator 2	267:254	151870	NMC 698065
Predator 3	267:255	151871	NMC 698066
Predator 4	267:256	151872	NMC 698067
KOBEH 1924	267:263	151881	NMC 698071
KOBEH 1925	267:264	151882	NMC 698072
KOBEH 1926	267:265	151883	NMC 698073
KOBEH 1927	267:266	151884	NMC 698074
KOBEH 1928	267:267	151885	NMC 698075
KOBEH 2023	267:271	151889	NCM 698079
KOBEH 2024	267:272	151890	NCM 698080
KOBEH 2025	267:273	151891	NCM 698081
KOBEH 2026	267:274	151892	NCM 698082
KOBEH 2027	267:275	151893	NCM 698083
Kobeh 1825	282:416	157856	NMC 715461
Kobeh 1826	282:417	157857	NMC 715462
Kobeh 1827	282:418	157858	NMC 715463
Kobeh 1828	282:419	157859	NMC 715464
Kobeh 1829	282:420	157860	NMC 715465

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