

DOC # 0216911

04/07/2011

01:10 PM

Official Record

Recording requested By
NEWMONT USA LTD

Eureka County - NV

Mike Rebaleati - Recorder

Fee \$22.00

Page 1 of 9

RPTT:

Recorded By: FES

Book- 513 Page- 0205

When recorded, return to:
Newmont USA Limited
Attn: Land Department
1655 Mountain City Highway
Elko, NV 89801

The undersigned hereby affirms that this
document submitted for recording does
not contain a social security number.



0216911

COVER SHEET TO
AMENDMENT TO MINERALS LEASE, SUBLEASE AND AGREEMENT

Dated

"January 5, 2011"

BETWEEN

**Newmont USA Limited, a Delaware corporation, doing business in
Nevada as Newmont Mining Corporation, Newmont Capital Limited,
a Nevada corporation and Elko Land and Livestock Company, a
Nevada corporation (collectively, "Newmont")**

AND

**Evolving Gold Corp., a Nevada corporation ("Evolving"), and
Evolving Gold Corp., a British Columbia corporation ("Evolving
Gold")**

File: 29-508-0001

Official Record

Requested By
BENSING & ASSOCIATES, INC.

Elko County - NV

D. Mike Smales - Recorder

Page 1 of 8 Fee: \$21.00
Recorded By: NR RPTT:

After recording return to:

Newmont USA Limited
1655 Mountain City Highway
Elko, NV 89801
Attn: Land Dept.The undersigned hereby affirms this document submitted
for recording does not contain a social security number.AMENDMENT TO
MINERALS LEASE, SUBLEASE AND AGREEMENT

THIS AMENDMENT TO MINERALS LEASE, SUBLEASE AND AGREEMENT ("this Amendment") is made and entered into effective January 5, 2011, by and between NEWMONT USA LIMITED, a Delaware corporation, doing business in Nevada as NEWMONT MINING CORPORATION, NEWMONT CAPITAL LIMITED, a Nevada corporation and ELKO LAND AND LIVESTOCK COMPANY, a Nevada corporation (collectively, "Newmont"), EVOLVING GOLD CORP., a Nevada corporation ("Evolving"), and EVOLVING GOLD CORP., a British Columbia corporation ("Evolving Gold").

RECITALS

A. Newmont, Evolving and Evolving Gold are parties to that certain Minerals Lease, Sublease and Agreement ("Agreement") dated and effective the 28th day of November, 2007, concerning various properties of Newmont and Evolving in the State of Nevada, a memorandum of which was recorded in the official records of the Elko County, Nevada, Recorder on February 1, 2008 as Document No. 589272 ("Memorandum").

B. The Agreement and the Memorandum provide that any interest in any minerals, lands or other property interests within any of the Project Areas listed in Exhibit A to the Agreement, also identified as the "Area of Interest" in Exhibit 7 to the Memorandum ("Area of Interest") be deemed part of the Newmont Property or the Evolving Property, as those terms are defined in the Agreement, upon their acquisition, and that the Agreement be amended to reflect such additions as being subject to the Agreement.

C. Evolving has acquired certain interests in minerals, lands or other property interests within the Area of Interest identified as the Carlin Project Area in the Agreement and Memorandum, and those acquisitions are therefore to be deemed part of the Evolving Property.

D. The parties desire to amend the Agreement to add the additional acquisitions in the Area of Interest by Evolving as Evolving Property under the Agreement.

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AMENDMENT


Now, therefore, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree that the Agreement is amended in the following respects:

1. Terms used herein and not otherwise defined shall have the meaning ascribed to them in the Agreement.
2. The legal description for the Evolving Property in the Carlin Project Area, set forth in Part 1 of Exhibit G to the Agreement and in Exhibit 6 to the Memorandum, is hereby supplemented by the addition of the interests in real property more particularly described on Schedule I attached to this Amendment and incorporated by this reference. The Evolving Property and Newmont Property originally listed in the Agreement and Memorandum as being within the Carlin Project Area continue to be subject to the Agreement.
3. Except as expressly modified by this Amendment, the Agreement, as previously revised by the relinquishment or abandonment by Evolving of properties within Project Areas other than the Carlin Project Area, remains in full force and effect in accordance with its terms.

Executed to be effective as of the date first set forth above.

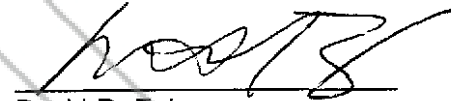
NEWMONT USA LIMITED,
a Delaware corporation

By:


Richard J. Matthews
Vice President


NEWMONT CAPITAL LIMITED,
a Nevada corporation

By:


David R. Faley
Vice President

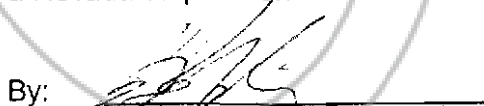
ELKO LAND AND LIVESTOCK COMPANY,
a Nevada corporation

By:


Thomas R. Kerr
President


EVOLVING GOLD CORP.,
a Nevada corporation

By:


Name: QUINTON HENNIG
Title: PRESIDENT

EVOLVING GOLD CORP.,
a British Columbia corporation

By:


Name: QUINTON HENNIG
Title: PRESIDENT





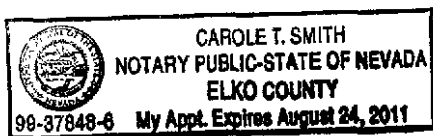
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STATE OF NEVADA)
) ss.
COUNTY OF ELKO)

The foregoing instrument was acknowledged before me the 5 day of January, 2011,
by Richard J. Matthews, as Vice President of NEWMONT USA LIMITED.

Witness my hand and official seal.



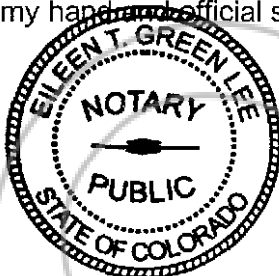
Carole T. Smith
Notary Public

My commission expires: 8/24/2011

STATE OF COLORADO)
) ss.
COUNTY OF Arapahoe)

The foregoing instrument was acknowledged before me the 17 day of January, 2011
by David R. Faley, as Vice President of NEWMONT CAPITAL LIMITED.

Witness my hand and official seal.



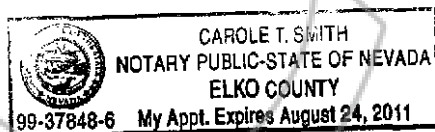
Eileen T. Green Lee
Notary Public

My commission expires: 11-2-2012

STATE OF NEVADA)
) ss.
COUNTY OF ELKO)

The foregoing instrument was acknowledged before me the 10 day of January, 2011
by Thomas R. Kerr, as President of ELKO LAND AND LIVESTOCK COMPANY.

Witness my hand and official seal.



Carole T. Smith
Notary Public

My commission expires: 8/24/2011





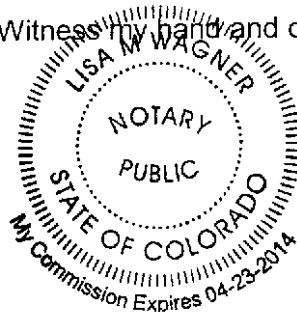
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STATE OF COLORADO)
COUNTY OF Boulder) ss.

The foregoing instrument was acknowledged before me the 31 day of January, 2011
by Quinton Hennigh, as President of EVOLVING
GOLD CORP., a Nevada corporation.

Witness my hand and official seal.



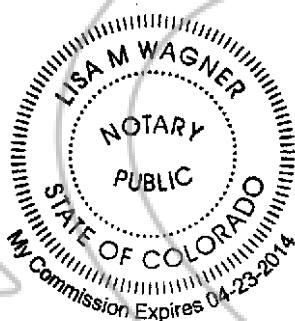
Lisa M Wagner
Notary Public

My commission expires: 04-23-2014

PROVINCE OF BRITISH COLUMBIA, CANADA)
CITY OF VANCOUVER) ss.

The foregoing instrument was acknowledged before me the 31 day of January, 2011
by Quinton Hennigh, as President of EVOLVING
GOLD CORP., a corporation incorporated under the laws of Canada.

Witness my hand and official seal.



Lisa M Wagner
Notary Public

My commission expires: 04-23-2014





SCHEDULE I
To
AMENDMENT TO MINERALS LEASE, SUBLEASE AND AGREEMENT

ADDITIONAL EVOLVING PROPERTY
Carlin Project Area, Elko County, Nevada

Rights acquired by Evolving under the following mining claim locations, agreements and instruments:

1. The following eight (8) unpatented mining claims in Sections 13 and 24, Township 33 North, Range 52 East, M.D.M., Elko County, Nevada:

<u>Claim Name</u>	<u>Elko County Document No.</u>	<u>Elko County Document No. Amended</u>	<u>BLM Serial No.</u>
MK 55R-62R	624547-624554	628476-628483	NMC-1021534-1021541

2. Surface Use Agreement dated January 11, 2010 between Julian Tomera Ranches, Inc., Stone House Division, and Evolving Gold Corp., a Memorandum of which was recorded February 4, 2010 as Document No. 622536 in Elko County, Nevada, as it pertains to the following property in Elko County, Nevada:

Township 32 North, Range 52 East, M.D.M.
Section 3: All

3. Mining Lease with Royalty Buy Down dated February 28, 2010 between Dean Stitzel and Camron Stitzel, Lessors, and Evolving Gold Corp., Lessee, a Memorandum of which was recorded March 16, 2010 as Document No. 62413 in Elko County, Nevada, and as amended by First Amendment to Mining Lease with Royalty Buy Down Option recorded on August 16, 2010 as Document No. 629525 in Elko County, Nevada, as it pertains to the following eight (8) unpatented mining claims in Section 28, Township 33 North, Range 52 East, M.D.M., Elko County, Nevada:

<u>Claim Name</u>	<u>Elko County Document No.</u>	<u>BLM Serial No.</u>
NAT 21R-24R	628449-628452	NMC 1026042-1026045
NAT 29R, 30R	628453-628454	NMC 1026046-1026047
NAT 32R, 33R	628455-628456	NMC 1026048-1026049

4. Warranty Deed with Reserved Royalty dated May 27, 2010 between Isabel Elia Peters, Pete Michael Peters, and Marcia L. Scott, Grantors, and Evolving Gold Corp., Grantee, recorded June 10, 2010 as Document No. 627365 in Elko County, Nevada, as it pertains to the following property in Elko County, Nevada:





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Township 32 North, Range 52 East, M.D.M.

Section 1: W1/2 (a/k/a Lots 3 and 4; S1/2NW1/4; SW1/4)

Section 9: All EXCEPTING THEREFROM that portion conveyed to Western Pacific Railroad Company

Section 11: All

5. Warranty Deed with Reserved Royalty dated July 30, 2010 between Petan Company and Peter Jackson, Grantors, and Evolving Gold Corp., Grantee, recorded August 10, 2010 as Document No. 629308 in Elko County, Nevada, as it pertains to the following property in Elko County, Nevada:

Township 33 North, Range 53 East, M.D.M.

Section 31: All

Township 32 North, Range 53 East, M.D.M.

Section 7: All

Township 32 North, Range 52 East, M.D.M.

Section 1: E1/2

6. Surface Use Agreement with Conditional Purchase Option dated April 13, 2010 between Julian Tomera Ranches, Inc., Stone House Division, Surface Lessor, and Evolving Gold Corp., Surface Lessee, insofar and only insofar as it pertains to the following property in Elko and Eureka Counties, Nevada:

Surface Tracts

Township 32 North, Range 52 East, MDM, Elko and Eureka Counties, Nevada:

<u>Section</u>	<u>Description</u>	<u>~ Acres</u>
Section 1:	W2	321.46
Section 4:	E2NE4, SE4, less RR/RT 278 and others	270.00
Section 9:	Part E of HWY 278	558.00
Section 10:	SW4NE4	40.00
Section 11:	All	640.00
Total Estimated Acres		1829.46

7. Mining Lease and Agreement dated April 13, 2010 between Peter M. Tomera and Toni Lynn Tomera; Eleanor O'Donnell; Juliana Diaz; Lucy Miller; Peter Tomera, Thomas J. Tomera, Juliana Diaz, Lucy B. Miller and Eleanor O'Donnell, Trustees of the Julian Tomera Decedent's Trust; and Thomas J. Tomera and Patsy S. Tomera, Trustees of the Thomas J. Tomera Family Trust, Owners, and Evolving Gold Corp., Lessee, insofar and only insofar as it pertains to the following property in Elko and Eureka Counties, Nevada:





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Township 32 North, Range 52 East, M.D.M., Elko County, Nevada:

<u>Section</u>	<u>Description</u>	<u>Gross Acres</u>	<u>Undivided % Interest</u>	<u>Net Acres</u>
Section 1:	W2	321.46	25.00%	80.37
Section 10:	SW4NE4	40.00	25.00%	10.00
Section 11:	All	640.00	25.00%	160.00
Subtotal Estimated Mineral Acres		1001.46		250.37

Township 33 North, Range 52 East, MDM, Elko County, Nevada:

<u>Section</u>	<u>Description</u>	<u>Gross Acres</u>	<u>Undivided % Interest</u>	<u>Net Acres</u>
Section 25:	SE4, S2SW4	240.00	25.00%	60.00
Subtotal Estimated Mineral Acres		240.00		60.00

Township 33 North, Range 53 East, MDM, Elko County, Nevada:

<u>Section</u>	<u>Description</u>	<u>Gross Acres</u>	<u>Undivided % Interest</u>	<u>Net Acres</u>
Section 30:	S2S2	160.00	25.00%	40.00
Subtotal Estimated Mineral Acres		160.00		40.00
Total Estimated Net Mineral Acres				350.37

8. Mining Lease and Agreement dated April 13, 2010 between Thomas J. Tomera and Patsy S. Tomera; and Thomas J. Tomera and Patsy S. Tomera, Trustees of the Thomas J. Tomera Family Trust, Owners, and Evolving Gold Corp., Lessee, insofar and only insofar as it pertains to the following property in Elko and Eureka Counties, Nevada:

Township 32 North, Range 52 East, M.D.M., Elko County, Nevada:

<u>Section</u>	<u>Description</u>	<u>Gross Acres</u>	<u>Undivided % Interest</u>	<u>Net Acres</u>
Section 1:	W2	321.46	25.00%	80.37
Section 9:	Part E of HWY 278	600.00	25.00%	150.00
Section 10:	SW4NE4	40.00	25.00%	10.00
Section 11:	All	640.00	25.00%	160.00
Subtotal Estimated Mineral Acres		1601.46		400.37



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Township 33 North, Range 52 East, M.D.M., Elko County, Nevada:

<u>Section</u>	<u>Description</u>	<u>Gross Acres</u>	<u>Undivided % Interest</u>	<u>Net Acres</u>
Section 25:	SE4, S2SW4	240.00	25.00%	60.00
Section 34:	Portion S of RR ROW less S2SE4	300.00	50.00%	150.00
Section 35:	All	640.00	50.00%	320.00
Subtotal Estimated Mineral Acres		1180.00		530.00

Township 33 North, Range 53 East, M.D.M., Elko County, Nevada:

<u>Section</u>	<u>Description</u>	<u>Gross Acres</u>	<u>Undivided % Interest</u>	<u>Net Acres</u>
Section 30:	S2S2	160.00	25.00%	40.00
Subtotal Estimated Mineral Acres		160.00		40.00
Total Estimated Net Mineral Acres				<u>970.37</u>



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