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Michael K. Branstetter
Hull & Branstetter Chartered
P.O. Box 709
Wallace, ID 83873

DOC # 0218793

10/17/2011 02:59 PM

Official Record

Recording requested By
HULL & BRANSTETTER

Eureka County - NV

Mike Rebaleati - Recorder

Fee: \$45.00 Page 1 of 7

RPTT: Recorded By: FES

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Memorandum of Agreement



MEMORANDUM OF AGREEMENT

This Memorandum of Agreement is witness that General Moly, Inc., a Delaware corporation of 1726 Cole Boulevard, Suite 115, Lakewood, Colorado, 80401("GMI") and John West Colby II and Paula Mae Colby, man and wife, and MW Cattle Company, a Nevada corporation, all of HC 62, Box 62311, Eureka Nevada, 89316 , ("COLBY") have entered into a Lease Agreement, subject to all conditions therein contained pertaining to the following described property, to-wit:

See Exhibits "1" and "2" attached hereto and by this reference incorporated herein.

General Moly, Inc.'s address is:

General Moly, Inc.
1726 Cole Boulevard, Suite 115
Lakewood, CO 80401

Colby and MW Cattle Company's address is:

John West Colby II
Paula Mae Colby
HC 62, Box 62311
Eureka, Nevada 89316

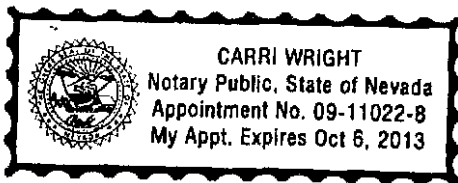
A copy of the original Lease Agreement is held by both GMI and COLBY.



STATE OF NEVADA)
) ss.
County of Eureka)

On this 7 day of September, 2011, before me, the undersigned, a Notary Public in and for the state aforesaid, personally appeared John West Colby II and Paula Mae Colby, husband and wife, known or identified to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial seal the day and year in this certificate first above written.



CWR
Notary Public in and for the State of Nevada,
Residing at: 70 Railroad St, Eureka NV
My Commission expires: Oct. 6, 2013

Legal Description of Deeded Land

State of Nevada, County of Eureka as follows:

Township 23 North, Range 52 East, M.D.B.&M.

Section 11: NE $\frac{1}{4}$ NE $\frac{1}{4}$; SW $\frac{1}{4}$ NE $\frac{1}{4}$;
Section 12: S $\frac{1}{2}$, SW $\frac{1}{4}$;
Section 13: E $\frac{1}{2}$ NW $\frac{1}{4}$; SW $\frac{1}{4}$ NW $\frac{1}{4}$;
Section 24: E $\frac{1}{2}$; E $\frac{1}{2}$ W $\frac{1}{2}$;
Section 25: NE $\frac{1}{4}$; E $\frac{1}{2}$ NW $\frac{1}{4}$;
Section 36: N $\frac{1}{2}$ NE $\frac{1}{4}$; W $\frac{1}{2}$ NW $\frac{1}{4}$; NE $\frac{1}{4}$ NW $\frac{1}{4}$

Parcel Number
007-050-04
007-050-05
007-050-06 (Master Parcel Number)
007-050-07
007-050-09
007-050-10

Township 23 North, Range 53 East, M.D.B.&M.

Section 19: Lots 1, 2, 3 and 4
Section 30: Lots 1 and 2

007-060-02
007-060-02

1
Exhibit "X", page 1 of 2.



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Dated this 7th day of September, 2011.

GENERAL MOLY, INC,
a Delaware corporation

COLBY

By: R Pennington
Printed Name: Robert Pennington
Title: VP Eng. & Const.

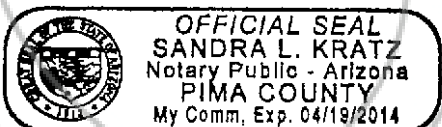
John West Colby II
John West Colby II,
individually and on behalf of MW Cattle
Company

Paula Mae Colby
Paula Mae, Colby
individually and on behalf of MW
Cattle Company

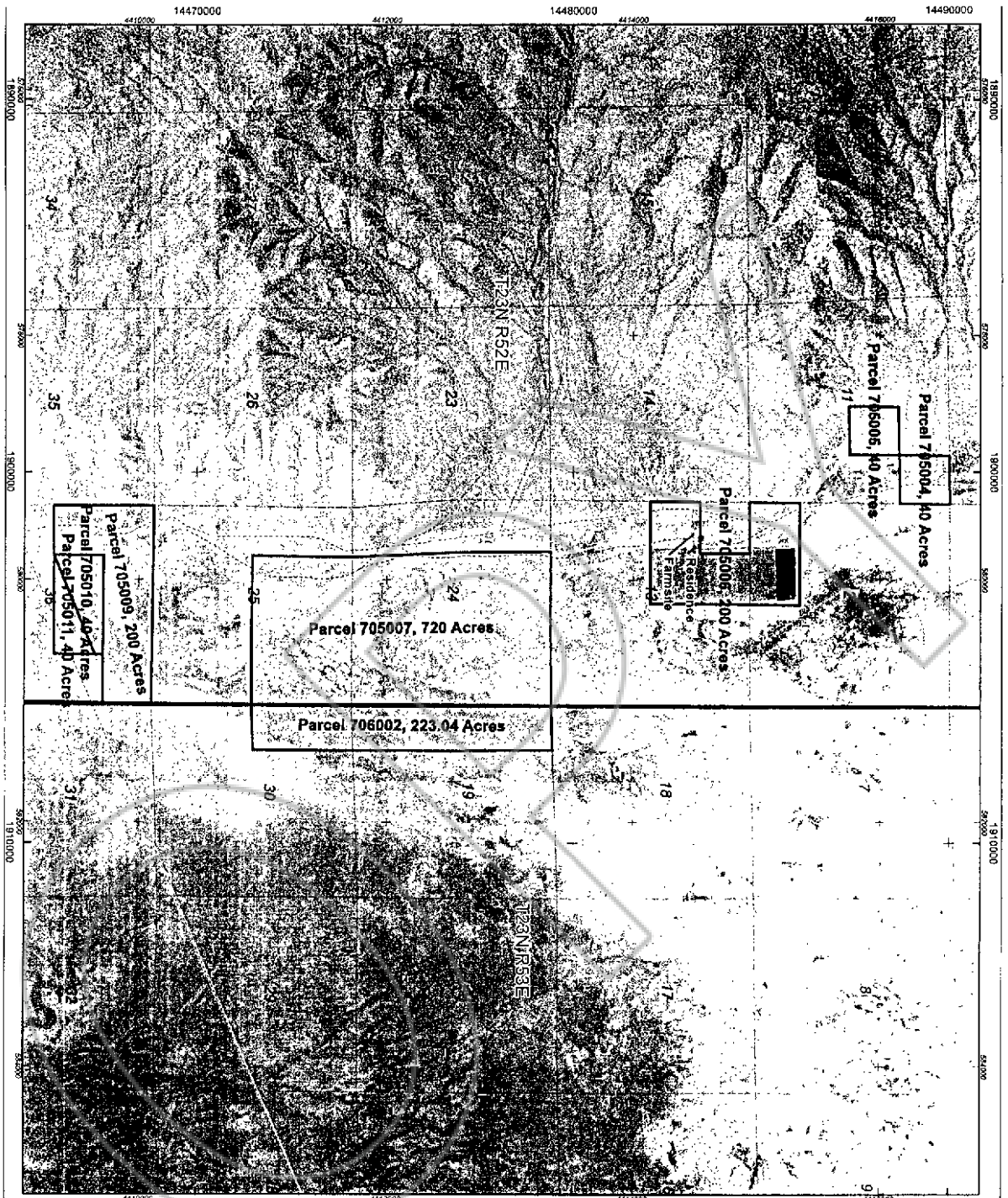
ARIZONA
STATE OF ~~COLORADO~~)
County of PIMA) ss.

On this 7 day of September, 2011, before me, the undersigned, a Notary Public in and for the state aforesaid, personally appeared ROBERT PENNINGTON known or identified to me to be the V.P. of General Moly, Inc., that he executed the foregoing instrument on behalf of said company, and acknowledged to me that such company executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial seal the day and year in this certificate first above written.

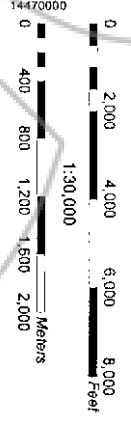


Sandra L. Kratz
Notary Public in and for the State of
Colorado, ARIZONA
Residing at: 2051 W. SUNSET, TUCSON, AZ
My Commission expires: 4-19-2014

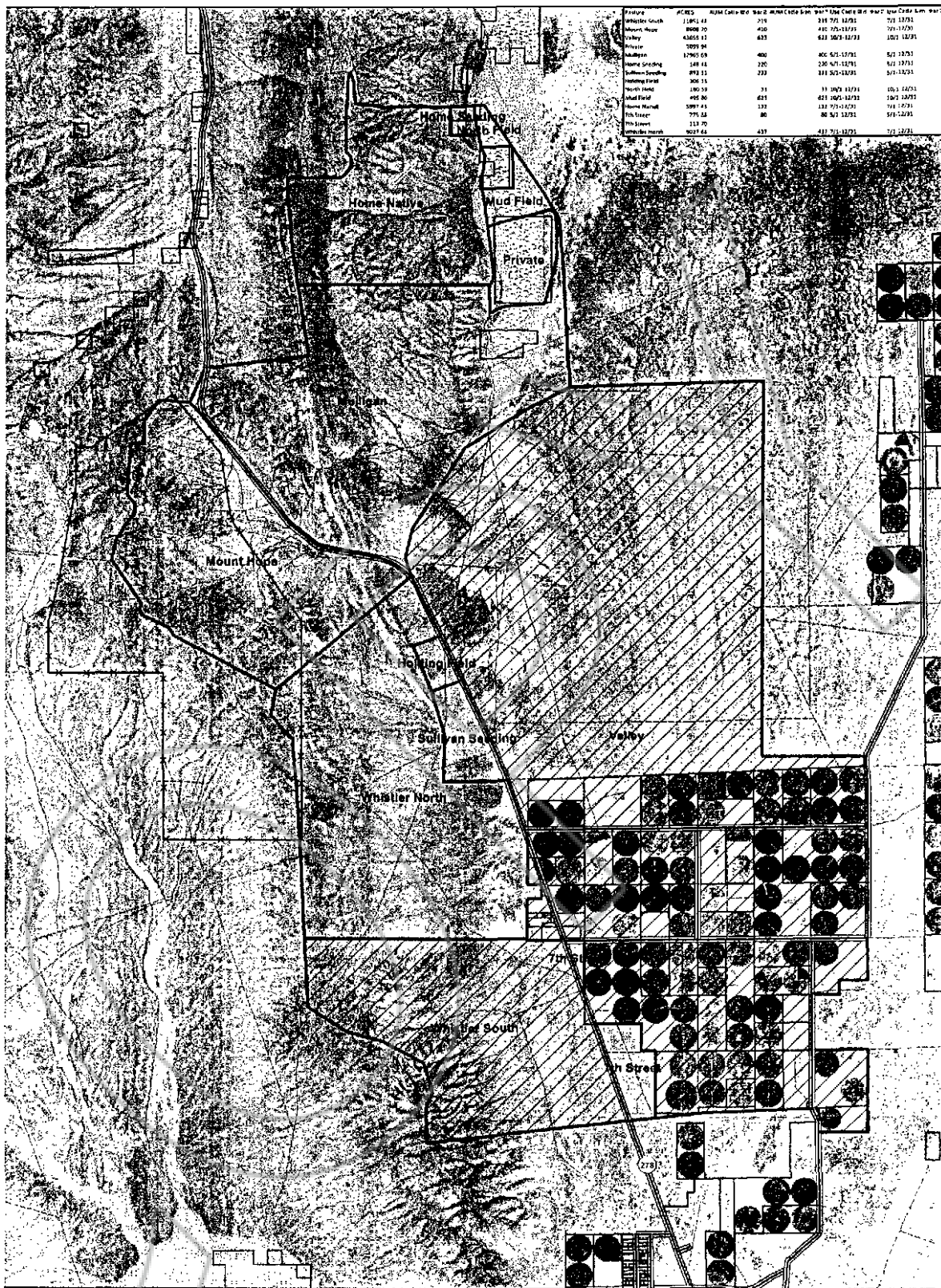


Mt. Hope Project Area
 Eureka County, Nevada
 Gale Ranch
 August 28, 2011

Explanation
 [] Gale Ranch Land



GENERAL MOLLY
 Eureka County, Nevada
 5/10/2011



EXPLANATION

- Fence
- Risi Grazing Allotment Preference
- Private Land
- Romano Allotment Pasture

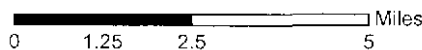


Exhibit 2
Mt. Hope Project
 Eureka County, Nevada
Romano Allotment

August 25, 2011