

DOC # 0220638

06/08/2012 03:42 PM

Official Record

Recording requested By
DORSEY & WHITNEY

Eureka County - NV
Mike Rebaleati - Recorder

Fee: \$41.00 Page 1 of 3
RPTT: \$3,506.10 Recorded By: FES
Book- 533 Page- 0049

APN# N/A
Recording Requested by:
Name: Dorsey & Whitney
Address: 136 S. Main St. Suite 1000
City/State/Zip: Salt Lake City, UT 84101-1655

Mail Tax Statements to:
Name: _____
Address: _____
City/State/Zip: _____



Please complete Affirmation Statement below:

I the undersigned hereby affirm that this document submitted for recording contains the social security number of a person or persons as required by law:

Signature (Print name under signature) _____ Title _____

WARRANTY DEED

(Insert Title of Document Above)

Only use the following section if one item applies to your document

This document is being re-recorded to _____

-OR-

This document is being recorded to correct document # _____, and is correcting _____

If legal description is a metes & bounds description, furnish the following information:

Legal description obtained from _____ (Document Title), Book _____
Page _____ Document # _____ recorded _____ (date) in the
Eureka County Recorder's Office.

-OR-

If Surveyor, please provide name and address:

This page added to provide additional information required by NRS 111.312 Sections 1-4.
(Additional recording fee applies)

Exhibit 3
to
Amendment to Windfall Mining Lease and Option

WARRANTY DEED

THIS WARRANTY DEED ("Deed") dated effective as of March 16, 2012 ("Effective Date") is from AMERICAN INNOVATIVE MINERALS, LLC, a Nevada limited liability company ("Grantor"), whose address is 3716 East Idaho Street, Suite A, Elko, Nevada 89801 to BH MINERALS USA, INC., a Colorado corporation ("Grantee"), whose address is 1112 River Street, Elko, Nevada 89801.

IN CONSIDERATION of the sum of ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor hereby GRANTS, BARGAINS, SELLS, CONVEYS AND WARRANTS to Grantee, its successors and assigns, the patented lode mining claims described on Exhibit A attached hereto, located in Eureka County, Nevada (the "Property");

TOGETHER with all and singular, hereditaments, buildings, improvements, structures, fixtures and appurtenances located on the Property or thereto belonging, or in any appertaining, and all right the estate, right, title, interest, claim and demand whatsoever of the Grantor, either in law or equity, of, in and to the Property;

GRANTOR warrants title to the Property and covenants to deliver to Grantee good and marketable title to the Property; and

TO HAVE AND TO HOLD the Property unto the Grantee, its successors and assigns forever.

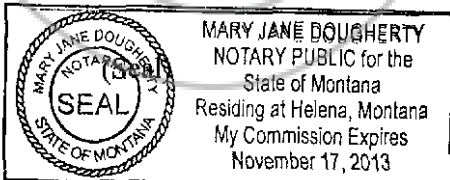
EXECUTED AND DATED as of the Effective Date.

AMERICAN INNOVATIVE MINERALS, LLC

By: Alan Branham
Name: Alan Branham
Title: President & CEO

STATE OF Montana)
 : ss.
COUNTY OF Lewis & Clark

This Warranty Deed was acknowledged before me on this 12 day of March, 2012, by Alan Branham as owner of American Innovative Minerals, LLC, a Nevada limited liability company, who duly acknowledged to me that he executed the same on behalf of the company.



Mary Jane Dougherty
Mary Jane Dougherty
[Type or Print Name]
Notary Public
My commission expires 11/17, 2013.

**Exhibit A
to
Warranty Deed**

PROPERTY

Windfall Patented Mining Claims

Jim Crow, Jim Crow Fraction, Southern Cross, Elmer, Elmer Fraction, Windfall, Windfall Fraction, "2G", May and May Fraction lode mining claims, designated by the Surveyor General as Survey No. 3705, embracing a portion of the unsurveyed Public Domain in the Eureka Mining District as described in Patent No. 242462, executed by the United States of America, recorded May 27, 1912, in Book 17 at Page 220, Deed Records, Eureka County Nevada.

Rustler No. 1, Rustler No. 2, and Windfall Extension Fraction lode mining claims, designated by the Surveyor General as Survey No. 4537, embracing a portion of Township 18 North, Range 53 East, M.D.B.&M, in the Eureka Mining District as described in Patent No. 916505, executed by the United States of America, recorded September 30, 1968, in Book 26 at Page 95, Official Records, Eureka County Nevada.

Also described as:

Claim Name	Parcel	Mining District	Survey #	Patent #
Jim Crow	009 270 003	Eureka	3705	242462
Jim Crow Fraction	009 270 003	Eureka	3705	242462
Southern Cross	009 270 003	Eureka	3705	242462
Elmer	009 270 003	Eureka	3705	242462
Elmer Fraction	009 270 003	Eureka	3705	242462
Windfall	009 270 003	Eureka	3705	242462
Windfall Fraction	009 270 003	Eureka	3705	242462
"2G"	009 270 003	Eureka	3705	242462
May	009 270 003	Eureka	3705	242462
May Fraction	009 270 003	Eureka	3705	242462
Rustler No. 1	009 270 003	Eureka	4537	916505
Rustler No. 2	009 270 003	Eureka	4537	916505
Windfall Extension Fraction	009 270 003	Eureka	4537	916505

Secret Canyon Patented Mining Claims

The patented mining claims described below located in Eureka County, Nevada.

Claim Name	Parcel	Mining District	Survey #	Patent #
Killington	009 300 001	Secret Canyon	291	16279
Water Jacket	009 300 001	Secret Canyon	285	8639
Oswego	009 300 001	Secret Canyon	294	11372
Brick Top	009 300 005	Secret Canyon	133	3282
Mineral Bluff	009 300 005	Secret Canyon	293	11372
Volk & Piantoni	009 330 005	Eureka	283	6317



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STATE OF NEVADA
DECLARATION OF VALUE FORM

Recording requested By
DORSEY & WHITNEY

Eureka County - NV
Mike Rebaleati - Recorder

Page 1 of 1 Fee: \$41.00
Recorded By: FES RPTT: \$3,506.10
Book- 533 Page- 0049

1. Assessor Parcel Number(s)

- a) 009 270 003
- b) 009 300 001
- c) 009 300 005
- d) _____

2. Type of Property:

- a) Vacant Land
- b) Single Fam. Res.
- c) Condo/Twnhse
- d) 2-4 Plcx
- e) Apt. Bldg
- f) Comm'l/Ind'l
- g) Agricultural
- h) Mobile Home
- Other _____

FOR REC
Book: _____ Page: _____
Date of Recording: _____
Notes: _____

3. Total Value/Sales Price of Property

\$ 899,000.00
 Deed in Lieu of Foreclosure Only (value of property) ()
 Transfer Tax Value: \$ 899,000.00
 Real Property Transfer Tax Due \$ 3,510.00

4. If Exemption Claimed:

- a. Transfer Tax Exemption per NRS 375.090, Section _____
- b. Explain Reason for Exemption: _____

5. Partial Interest: Percentage being transferred: _____ %

The undersigned declares and acknowledges, under penalty of perjury, pursuant to NRS 375.060 and NRS 375.110, that the information provided is correct to the best of their information and belief, and can be supported by documentation if called upon to substantiate the information provided herein. Furthermore, the parties agree that disallowance of any claimed exemption, or other determination of additional tax due, may result in a penalty of 10% of the tax due plus interest at 1% per month. Pursuant to NRS 375.030, the Buyer and Seller shall be jointly and severally liable for any additional amount owed.

Signature [Signature] Capacity Secretary, BH Minerals USA, Inc.

Signature _____ Capacity _____

SELLER (GRANTOR) INFORMATION
(REQUIRED)

Print Name: American Innovative Minerals, LLC
 Address: 3716 East Idaho Street, Suite A
 City: Elko
 State: Nevada Zip: 89801

BUYER (GRANTEE) INFORMATION
(REQUIRED)

Print Name: BH Minerals USA, Inc.
 Address: 1112 River Street
 City: Elko
 State: Nevada Zip: 89801

COMPANY/PERSON REQUESTING RECORDING (required if not seller or buyer)

Print Name: _____ Escrow #: _____
 Address: _____
 City: _____ State: _____ Zip: _____