

DOC # 0222089

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Official Record

Recording requested By
ERWIN & THOMPSON

Eureka County - NV

Mike Rebaleati - Recorder

Fee: \$19.00

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RPTT:

Recorded By: FES

Book- 542 Page- 0001



0222089

Assessor Parcel No. -- unpatented mining claims

Recorded at the request of
and when recorded return to:
Tertiary Minerals US Inc.
c/o Thomas P. Erwin
Erwin & Thompson LLP
One E. Liberty Street, Suite 424
Reno, Nevada 89501

The undersigned affirm that this document does not
contain the personal information of any person.

**Memorandum of Mining Lease and
Option to Purchase Agreement
MB Project**

Nevada Fluorspar, LLC, a Nevada limited liability company ("Owner"), and Tertiary Minerals US Inc., a Nevada corporation ("Tertiary"), give notice that they entered the Mining Lease and Option to Purchase Agreement MB Project (the "Agreement") concerning the MB unpatented mining claims in Eureka County, Nevada, more particularly described in Exhibit A attached to and by this reference incorporated in this Memorandum.

In accordance with the Agreement, Owner granted to Tertiary the option and right to purchase the unpatented mining claims, subject to Owner's reservation of a mineral production royalty.

For purposes of the Agreement and this Memorandum the parties' addresses are:

Owner: Nevada Fluorspar, LLC
1731 De Chirico Circle
Spring, Texas 77379

Lessee: Tertiary Minerals US Inc.
Silk Point
Queens Avenue
Macclesfield
Cheshire SK10 2BB
United Kingdom

Dated effective August 31, 2012.

DO NOT MARK, PRINT, SIGN OR TYPE OUTSIDE THE LINED MARGIN

Nevada Fluorspar, LLC

By 

Ralph W. Kettell II, Manager

Tertiary Minerals US Inc.


By _____
Patrick L. Cheetham, President

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Nevada Fluorspar, LLC

By _____
Ralph W. Kettell II, Manager

Tertiary Minerals US Inc.

By 
Patrick L. Cheetham, President

COPY

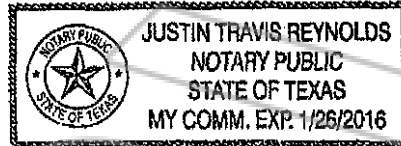
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STATE OF Texas)
)
 ss.
 COUNTY OF Harris)

This Memorandum of Mining Lease and Option to Purchase Agreement MB Project was acknowledged before me on August 22, 2012, Ralph W. Kettell II, Manager for Nevada Fluorspar, LLC.

Justin Travis Reynolds
Notary Public



_____)
)
 ss.
 _____)

This Memorandum of Mining Lease and Option to Purchase Agreement MB Project was acknowledged before me on August _____, 2012, Patrick L. Cheetham as President of Tertiary Minerals US Inc.

Notary Public

DO NOT MARK, PRINT, SIGN OR TYPE OUTSIDE THE LINED MARGIN



STATE OF _____)
)
 ss.
 COUNTY OF _____)

This Memorandum of Mining Lease and Option to Purchase Agreement MB Project was acknowledged before me on August _____, 2012, Ralph W. Kettell II, Manager for Nevada Fluorspar, LLC.

Notary Public

STATE OF ENGLAND)
)
 ss.
 COUNTY OF CHESHIRE)

This Memorandum of Mining Lease and Option to Purchase Agreement MB Project was acknowledged before me on August 31st, 2012, Patrick L. Cheetham as President of Tertiary Minerals US Inc.

[Signature]
 Notary Public

JOHN PHILIP CUSACK
 NOTARY PUBLIC for England
 Wales with Lifetime Commission
 since Admissions in April 1984
 which Commission expires only
 on retirement or death.
 Seal of Office affixed.
 Practice addresses:
 45 CROSS STREET, MANCHESTER
 M2 4HF; & 103 PIERCE STREET,
 MIDDLEFIELD, CHESHIRE SK11 6EX
 (both in England, UK).
 telephone: (+44)(0)7971 332 919;
 www.cheshirenotarypublic.com



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EXHIBIT A

<u>CLAIM NAME</u>	<u>LOCATION DATE</u>	<u>FILED COUNTY</u>	<u>COUNTY BOOK / PAGE</u>	<u>COUNTY DOC NO</u>	<u>FILED BLM</u>	<u>BLM SERIAL NO</u>
MB 1	10/27/2001	01/17/2002	345 / 479	177642	01/16/2002	827275
MB 2	10/27/2001	01/17/2002	345 / 480	177643	01/16/2002	827276
MB 3	10/27/2001	01/17/2002	345 / 481	177644	01/16/2002	827277
MB 4	10/27/2001	01/17/2002	345 / 482	177645	01/16/2002	827278
MB 5	10/27/2001	01/17/2002	345 / 483	177646	01/16/2002	827279
MB 6	10/27/2001	01/17/2002	345 / 484	177647	01/16/2002	827280
MB 7	10/27/2001	01/17/2002	345 / 485	177648	01/16/2002	827281
MB 8	10/27/2001	01/17/2002	345 / 486	177649	01/16/2002	827282
MB 9	10/27/2001	01/17/2002	345 / 487	177650	01/16/2002	827283
MB 10	10/27/2001	01/17/2002	345 / 488	177651	01/16/2002	827284
MB 11	10/27/2001	01/17/2002	345 / 489	177652	01/16/2002	827285
MB 12	10/27/2001	01/17/2002	345 / 490	177653	01/16/2002	827286
MB 13	10/27/2001	01/17/2002	345 / 491	177654	01/16/2002	827287
MB 14	10/27/2001	01/17/2002	345 / 492	177655	01/16/2002	827288
MB 15	10/27/2001	01/17/2002	345 / 493	177656	01/16/2002	827289
MB 16	09/11/2004	11/19/2004	400 / 20	193817	11/29/2004	883686
MB 17	09/11/2004	11/19/2004	400 / 21	193818	11/29/2004	883687
MB 18	09/11/2004	11/19/2004	400 / 22	193819	11/29/2004	883688
MB 19	09/11/2004	11/19/2004	400 / 23	193820	11/29/2004	883689
MB 37	09/11/2004	11/19/2004	400 / 41	193838	11/29/2004	883707
MB 39	09/11/2004	11/19/2004	400 / 43	193840	11/29/2004	883709
MB 40	09/11/2004	11/19/2004	400 / 44	193841	11/29/2004	883710
MB 41	09/11/2004	11/19/2004	400 / 45	193842	11/29/2004	883711
MB 42	09/11/2004	11/19/2004	400 / 46	193843	11/29/2004	883712
MB 43	09/11/2004	11/19/2004	400 / 47	193844	11/29/2004	883713
MB 44	09/11/2004	11/19/2004	400 / 48	193845	11/29/2004	883714
MB 45	09/11/2004	11/19/2004	400 / 49	193846	11/29/2004	883715
MB 46	09/11/2004	11/19/2004	400 / 50	193847	11/29/2004	883716
MB 47	09/11/2004	11/19/2004	400 / 51	193848	11/29/2004	883717
MB 48	09/11/2004	11/19/2004	400 / 52	193849	11/29/2004	883718
MB 49	09/11/2004	11/19/2004	400 / 53	193850	11/29/2004	883719
MB 50	09/11/2004	11/19/2004	400 / 54	193851	11/29/2004	883720
MB 51	09/11/2004	11/19/2004	400 / 55	193852	11/29/2004	883721
MB 52	09/11/2004	11/19/2004	400 / 56	193853	11/29/2004	883722
MB 65	09/11/2004	11/19/2004	400 / 69	193866	11/29/2004	883735
MB 67	09/11/2004	11/19/2004	400 / 71	193868	11/29/2004	883737
MB 69	09/11/2004	11/19/2004	400 / 73	193870	11/29/2004	883739
MB 71	09/11/2004	11/19/2004	400 / 75	193872	11/29/2004	883741
MB 73	09/11/2004	11/19/2004	400 / 77	193874	11/29/2004	883743
MB 75	09/11/2004	11/19/2004	400 / 79	193876	11/29/2004	883745



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