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12/18/2015

01:57PM

**Official Record**

Requested By  
KINROSS GOLD USA

Eureka County - NV

Sara Simmons - Recorder

Page: 1 of 5 Fee: \$18.00

Recorded By LH RPTT: \$0.00

Book- 0587 Page- 0375



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When recorded, please return to:

Kinross Gold U.S.A., Inc.  
5075 South Syracuse Street  
Denver, CO 80237

This document contains no personal  
information as defined in NRS 603A.040.

**MEMORANDUM OF MINING LEASE,  
SUBLEASE AND OPTION TO PURCHASE**

Notice is hereby given that AMERICAS GOLD EXPLORATION, INC., a NEVADA corporation, the address of which is 2131 Stone Hill Circle, Reno, Nevada 89519 ("Grantor"), and KINROSS GOLD U.S.A., INC., ("Grantee") a Nevada corporation the address of which is 5075 South Syracuse Street, Denver, Colorado 80237 have entered into a Mining Lease, Sublease and Option to Purchase effective as of October 15, 2015, covering that certain property situated in Eureka County, Nevada, described in Exhibit 1 attached hereto (the "Property"). Said Mining Lease, Sublease and Option to Purchase, in consideration of certain covenants and agreements set forth therein, provides that Grantor has leased and or subleased exclusively to Grantee all of Owner's rights, titles and interests in and to the Property, including all appurtenances and water rights incident to the Property. The Mining Lease and Option to Purchase has a term of five years.

If during the term of this Agreement, Grantor acquires any additional rights, titles, or other interests in the Property or the lands and minerals encompassed by the boundaries of the Property, Owner shall provide prompt notice to Kinross of such acquisition, and all such additional rights, titles, and interests shall, at Kinross's option, be deemed a part of the Property and subject to the Mining Lease, Sublease and Option to Purchase for no additional consideration.

Under the terms of the Mining Lease, Sublease and Option to Purchase, Grantor has further granted to Grantee the option to purchase all of Owner's rights, titles and interests in and to the Property, including all appurtenances, mineral rights and water rights incident to the Property.

IN WITNESS WHEREOF, this Memorandum has been executed effective as of the date first above written.

**GRANTOR:**

AMERICAS GOLD EXPLORATION, INC  
A NEVADA Corporation

By: Donald James McDowell

Name: DONALD JAMES McDOWELL

Title: PRESIDENT

**GRANTEE:**

KINROSS GOLD U.S.A., INC.  
A Nevada Corporation

By: P. Christopher Jones

Name: P. Christopher Jones

Title: Treasurer



STATE OF Nevada )  
 ) ss.  
COUNTY OF Washoe )

This instrument was acknowledged before me on this 16<sup>th</sup> day of November, 2015 by [Name] Donald James McDowell, as [Title] President of AMERICAS GOLD EXPLORATION, INC.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal the day and year first above written.



Diane M. Bigby  
Notary Public  
My commission expires: June 13, 2016

[SEAL]

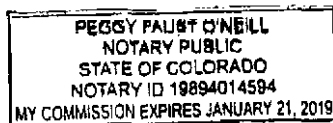
STATE OF Colorado )  
 ) ss.  
COUNTY OF Denver )

This instrument was acknowledged before me on this 18<sup>th</sup> day of December, 2011, by [name] Kristopher James [title] Manager of KINROSS GOLD U.S.A., INC

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal the day and year first above written.

Peggy Faust O'Neill  
Notary Public  
My commission expires: January 21, 2019

[SEAL]



**EXHIBIT 1  
TO  
MEMORANDUM OF MINING LEASE, SUBLEASE AND OPTION TO  
PURCHASE**

**PROPERTY**

The Property

**PART 1 – The Owned Claims**

The following unpatented lode mining claims situated in Eureka County, Nevada:

<u>Claim Name</u>	<u>Mineral Survey Number</u>
GAB 57	NMC899807
GAB 58	NMC899808
GAB 59	NMC899809
GAB 60	NMC899810
GAB 61	NMC899811
GAB 63	NMC899813
GAB 65	NMC899815
GAB 67	NMC899817
GAB 82	NMC899832
GAB 83	NMC899833
GAB 84	NMC899834
GAB 85	NMC899835
GAB 122	NMC899872
GAB 124	NMC899874
GAB 126	NMC899876
GAB 136	NMC899886
GAB 137	NMC899887
GAB 138	NMC899888
GAB 139	NMC899889
GAB 140	NMC899890
GAB 141	NMC899891
GAB 144	NMC899894
GAB 147	NMC899897
GAB 236	NMC919264
GAB 237	NMC919265
GAB 239	NMC919266



**PART 2 – The Lease and the Leased Claims**

The following unpatented mining claims situated in Eureka County, Nevada that are leased by Owner pursuant to that Mining Lease Agreement by and between H. Deworth Williams and Blue Cap. Development as lessor, and Platte River Gold, as lessee, dated effective October 2, 2006 (the "Lease"):

<b><u>Claim Name</u></b>	<b><u>Mineral Survey Number</u></b>
GP #131	NMC883986
GP #132	NMC883987
GP #135	NMC883990
GP #136	NMC883988
GP #137	NMC883989
GP #138	NMC883991

