

APN: N/A (unpatented mining claims)

Recorded at the request of  
and return to:  
Marvel & Marvel, Ltd.  
P.O. Box 2645  
Elko, NV 89803

The undersigned hereby affirms that this document, including any exhibits, does not contain the personal information of any person.

DOC# 231541

06/08/2016

10:56AM

Official Record

Requested By  
MARVEL & MARVEL, LTD

Eureka County - NV

Sara Simmons - Recorder

Page: 1 of 6

Fee: \$19.00

Recorded By LH

RPTT: \$0.00

Book- 0592 Page- 0080



0231541

### WARRANTY DEED

THIS WARRANTY DEED is made and entered into this 23<sup>rd</sup> day of May, 2016, by and between NEVADA GOLD VENTURES, LLC, a Nevada limited liability company, and AMERICAS GOLD EXPLORATION, INC., a Nevada corporation (collectively "Grantors"); and U.S. GOLD ACQUISITION CORPORATION, a Nevada corporation ("Grantee").

### WITNESSETH:

That the said Grantors, for good and valuable consideration given by the Grantee, the receipt of which is hereby acknowledged, do by these presents, grant, bargain, and sell unto Grantee, and to Grantee's successors and assigns, all right, title, interest and estate in and to those certain unpatented mining claims situate, lying, and being in the County of Eureka, State of Nevada, more particularly described on Exhibit "A" attached hereto and incorporated herein (the "Claims").

TOGETHER WITH all lodes, ledges, veins and mineral bearing rock, both known and unknown, lying within the boundaries of the Claims; all dips, spurs, and angles in and to all the ores, mineral-bearing materials, quartz, rock and earth or other deposits therein or thereon; all of the rights, privileges and franchises thereto incident; all and singular the tenements, hereditaments and appurtenances thereunto belonging or in anywise appertaining and the royalties, rents, issues and profits thereof; and also all of Grantors' right, title, interest, estate, property, possession, claim and demand whatsoever, in law as well as in equity, of, in or to the Claims and every part and parcel thereof, with the appurtenances, including all after acquired title, all rights-of-way, easements and other ancillary rights pertaining to the Claims.

TOGETHER WITH any and all after acquired mining claims of Grantors, or Grantors' successors or assigns, located or acquired, directly or indirectly, either alone or in combination with others, within one (1) mile from the outer boundaries of any portion of the Claims, except for those certain SK

1-28 claims, which area of interest shall extend two (2) miles from the outer boundaries of said claims, and all such mining claim(s) shall be deemed part of the Claims hereunder, and Grantor(s) shall transfer to Grantee all of such Grantor(s)' right, title and interest to such mining claims for no additional consideration from Grantee.

TOGETHER WITH any and all buildings, fixtures and improvements situate thereon.

TO HAVE AND TO HOLD the said Claims, together with the appurtenances, unto the said Grantee, and to Grantee's successors and assigns forever.

**GRANTORS WARRANT THAT:** Grantors are the legal and beneficial owners of all right, title, interest and estate in and to the Claims, subject only to the paramount title of the United States of America; Grantors have good and marketable title to the Claims and the good and unrestricted right to convey; the Claims are free of all encumbrances, except those outstanding royalty interests expressly set forth in Exhibit "A" hereto; Grantors will, on demand of Grantee, and Grantee's successors and assigns, execute any instrument necessary for the further assurance of the title to the Claims that may be required; and, Grantors will, at Grantors' expense, forever defend title to the Claims against all entities or persons claiming any interest in the Claims or any part thereof.

IN WITNESS WHEREOF, the said Grantors have executed this Deed as of the day and year first hereinabove written.

**GRANTORS:**

**NEVADA GOLD VENTURES, LLC, a Nevada limited liability company**

By: David C. Madsen

Its: Manager

**AMERICAS GOLD EXPLORATION, INC., a Nevada corporation**

By: Donald R. McFarland

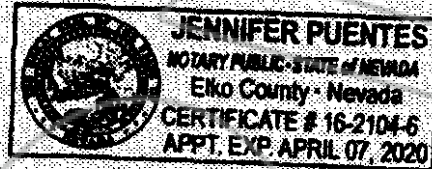
Its: President



STATE OF NEVADA )  
 )SS  
COUNTY OF Elko )

On May 21, 2016, personally appeared before me, a Notary Public, DAVID MATHEWSON, personally known to me, or proven to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the above Warranty Deed who acknowledged that he executed said instrument on behalf of NEVADA GOLD VENTURES, LLC, a Nevada limited liability company.

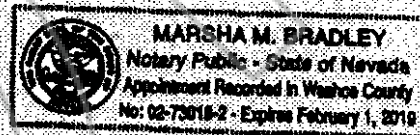
  
NOTARY PUBLIC



STATE OF NEVADA )  
 )SS  
COUNTY OF Washoe )

On May 23, 2016, personally appeared before me, a Notary Public, DON MCDOWELL, personally known to me, or proven to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the above Warranty Deed who acknowledged that he executed said instrument on behalf of AMERICAS GOLD EXPLORATION, INC., a Nevada corporation.

  
NOTARY PUBLIC



**EXHIBIT "A"**

**LEGAL DESCRIPTION**

**KEYSTONE PROPERTY**

**AGGREGATE TOTAL CLAIMS 284**

All those certain unpatented mining claims ("Claims") situate, lying and being in the County of Eureka, State of Nevada, more particularly described as follows, to-wit:

27 Claims situated in Eureka County, Nevada, in Sections 33 and 34, Township 24 North, Range 48 East, and Sections 3, 4, 9, and 10, Township 23 North, Range 46 East, Mount Diablo Base Line and Meridian.

<u>Claim Name</u>	<u>No. claims</u>	<u>BLM NMC Serial Number</u>
UNR 5-8	4	861839-861842
UNR 9-18	10	858729-858738
UNR 19-22	4	875010-875013
UNR 37	1	861857
UNR 39	1	861859
UNR 41	1	861861
UNR 43	1	861863
UNR 45	1	861865
UNR 47	1	861867
UNR 79	1	875020
UNR 81	1	875022
UNR 83	1	875024
<b>Total Claims</b>	<b>27</b>	

The foregoing Claims are subject to:

- 1) A one percent (1%) net smelter return royalty as reserved in that certain Quitclaim Deed from Wolfpack Gold (Nevada) Corp., a Nevada corporation, to Americas Gold Exploration, Inc., a Nevada corporation, recorded on August 24, 2015 in the office of the Recorder of Eureka County, Nevada, in Book 582, Page 0222, as Document No. 0229780.
- 2) A two percent (2.0%) net smelter return royalty with respect to precious metals and a one percent (1.0%) net smelter return royalty with respect to all other metals and minerals as granted in that certain Deed of Royalties from Wolfpack Gold (Nevada) Corp., a Nevada corporation, to Great American Minerals Inc., a Nevada corporation, recorded on August 15, 2012 in the office of the Recorder of Eureka County, Nevada, in Book 535, Page 0243, as Document No. 0220918.



**13 Claims situated in Eureka County, Nevada, in Sections 27, 28 and 35, Township 24 North, Range 48 East, and Sections 2 and 3, Township 23 North, Range 48 East, Mount Diablo Base Line and Meridian.**

<u>Claim Name</u>	<u>No. claims</u>	<u>BLM NMC Serial Number</u>
UNR 73-77	5	1102663-110266
UNR 117	1	1102668
UNR 119	1	1102669
UNR 121	1	1102670
DON 1-5	5	1102658-1102662
<b>Total Claims</b>	<b>13</b>	

**28 Claims situated in Eureka County, Nevada, in Sections 2 & 11, Township 23 North, Range 48 East, Mount Diablo Base Line and Meridian.**

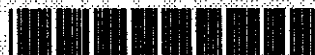
<u>Claim Name</u>	<u>No. claims</u>	<u>BLM Serial Number</u>
SK 1-28	28	865573-865600
<b>Total Claims</b>	<b>28</b>	

**216 Claims, alphabetically ordered, situated in Eureka County, Nevada, in Sections 22, 23, 24, 25, 26, 27, 28, 33, 34, 35 & 36, Township 24 North, Range 48 East, Mount Diablo Base Line and Meridian.**

<u>Claim Name</u>	<u>No. claims</u>	<u>BLM NMC Serial Numbers</u>
AU 1-12	12	1116231-1116242
AU 68-93	26	1116243-1116268
CHS 54-72	19	1116269-1116287
CHS 74	1	1116288
CHS 76-120	45	1116289-1116333
CHS 121-130	10	1118512-1118521
CHS 265-266	2	1116334-1116335
KEY 9-30	22	1116336-1116357
KEY 32	1	1116358
KEY 34	1	1116359
KEY 36	1	1116360



KEY 45-72	28	1116361-1116388
KEY #73 - #78	6	1118480-1118485
KP #4 - #8	5	1118496-1118500
KP 9-14	6	1116389-1116394
KP 18-19	2	1116395-1116396
KP 21	1	1116397
KP 23-29	7	1116398-1116404
KP #30 - #39	10	1118486-1118495
UNR 25-35	11	1118501-1118511
<b>Total Claims</b>	<b>216</b>	



**STATE OF NEVADA  
DECLARATION OF VALUE**

**DOC# DV-231541**

06/08/2016 10:56AM

**Official Record**

Requested By  
MARVEL & MARVEL, LTD

Eureka County - NV

Sara Simmons - Recorder

Page: 1 of 1 Fee: \$19.00

PRTT: \$0.00

Recorded By LH

Book \_\_\_\_\_ Page: \_\_\_\_\_

Date of Recording: \_\_\_\_\_

Notes: \_\_\_\_\_

**1. Assessor Parcel Number(s)**

- a. N/A - Unpatented Mining Claims Only
- b. \_\_\_\_\_
- c. \_\_\_\_\_
- d. \_\_\_\_\_

**2. Type of Property:**

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

**3.a. Total Value/Sales Price of Property**

\$ 250,000.00

b. Deed in Lieu of Foreclosure Only (value of property) \_\_\_\_\_

c. Transfer Tax Value: \$ 250,000.00

d. Real Property Transfer Tax Due \$ \_\_\_\_\_

**4. If Exemption Claimed:**

a. Transfer Tax Exemption per NRS 375.090, Section 9

b. Explain Reason for Exemption: unpatented mining claims

**5. Partial Interest: Percentage being transferred: 100 %**

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: Agent

Signature: [Signature] Capacity: Agent / Attorney

**SELLER (GRANTOR) INFORMATION (REQUIRED)**

Print Name: Please see attached Exhibit A

Address: \_\_\_\_\_

City: \_\_\_\_\_

State: \_\_\_\_\_ Zip: \_\_\_\_\_

**BUYER (GRANTEE) INFORMATION (REQUIRED)**

Print Name: Please see attached Exhibit A

Address: \_\_\_\_\_

City: \_\_\_\_\_

State: \_\_\_\_\_ Zip: \_\_\_\_\_

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

Print Name: Marvel + Marvel, Ltd Escrow # \_\_\_\_\_

Address: 217 Idaho St

City: Elko State: NV Zip: 89801



## Exhibit A

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### SELLERS:

Name: NEVADA GOLD  
VENTURES, LLC

Attn: David Mathewson

Address: P.O. Box 2092  
Elko, NV 89803

Name: AMERICAS GOLD  
EXPLORATION, INC.

Attn: Donald McDowell

Address: 8175 S. Virginia Str., Ste 850  
PMB #348  
Reno, NV 89511

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### BUYER:

Name: U.S. GOLD ACQUISITION  
CORPORATION

Attn: Edward Karr

Address: 19 Blvd. Georges-Favon  
Geneva, CHE CH-1204

Name: U.S. GOLD CORP.

Attn: Edward Karr

Address: 19 Blvd. Georges-Favon  
Geneva, CHE CH-1204