

When recorded, please return to:

Kinross Gold USA, Inc.  
5075 S. Syracuse Street, Suite 800  
Denver, CO 80237

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

**DOC# 232692**

03/07/2017

04:38PM

**Official Record**

Requested By  
KINROSS GOLD USA

**Eureka County - NV**

**Lisa Hoehne - Recorder**

Page: 1 of 6 Fee: \$19.00

Recorded By CH RPTT: \$0.00

Book- 0599 Page- 0357



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

Notice is hereby given that DAVID COOPER KNIGHT and DEBRA JANE KNIGHT, as trustees of the DAVID C. AND DEBRA J. KNIGHT LIVING TRUST, whose address is 109 Fir Street, Elko, NV 89801 ("Grantor"), and KINROSS GOLD USA, INC., ("Grantee") a Delaware corporation the address of which is 5075 S. Syracuse Street, Suite 800, Denver, CO 80237, have entered into a Mining Lease and Option to Purchase effective as of March 6, 2017, covering that certain property situated in Eureka County, Nevada, described in Exhibit 1 attached hereto (the "Property"). Said Mining Lease 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 (5) years.

If during the term of the Mining Lease and Option to Purchase, 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' option, be deemed a part of the Property and subject to the Mining Lease and Option to Purchase for no additional consideration.

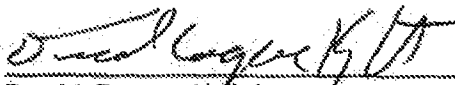
Under the terms of the Mining Lease and Option to Purchase, Grantor has further granted to Grantee the option to purchase ("Option") all of Owner's rights, titles and interests in and to the Property, including all appurtenances, mineral rights and water rights incident to the Property.

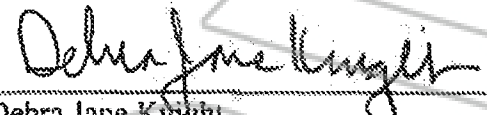
If the Mining Lease and Option to Purchase is terminated or expires prior to Kinross' exercise of the Option, Kinross will convey to Owner all of Kinross' right, title and interest in and to those unpatented mining claims described in Exhibit 2 attached hereto ("BVN Claims").

*OCK DM*

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

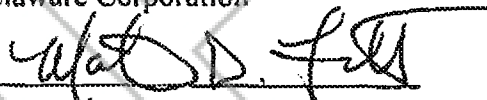
**GRANTOR:**

  
David Cooper Knight  
Co-Trustee of the David C. and Debra J. Knight  
Living Trust

  
Debra Jane Knight  
Co-Trustee of the David C. and Debra J. Knight  
Living Trust

**GRANTEE:**

KINROSS GOLD USA, INC.  
A Delaware Corporation

By:   
Name: MARTIN D. LITT  
Title: General Counsel + Sec.

*OK PM*



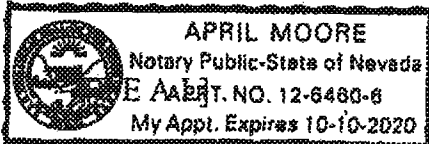
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STATE OF Nevada )  
 ) ss.  
COUNTY OF Elko )

This instrument was acknowledged before me on this 2nd day of March, 2017, by David Cooper Knight, as Co-Trustee of the DAVID C. AND DEBRA J. KNIGHT LIVING TRUST.

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

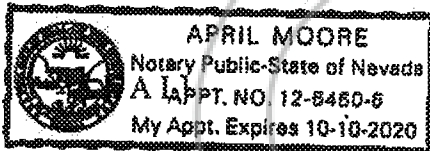


April Moore  
Notary Public  
My commission expires: 10/10/2020

STATE OF Nevada )  
 ) ss.  
COUNTY OF Elko )

This instrument was acknowledged before me on this 2nd day of March, 2017, by Debra Jane Knight, as Co-Trustee of the DAVID C. AND DEBRA J. KNIGHT LIVING TRUST.

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



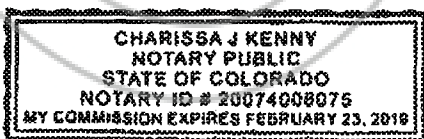
April Moore  
Notary Public  
My commission expires: 10/10/2020

STATE OF Colorado )  
 ) ss.  
COUNTY OF Denver )

This instrument was acknowledged before me on this 6th day of March, 2017, by [name] MacDonald, as [title] General Counsel of KINROSS GOLD USA, INC.

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

[SEAL]



Charissa J. Kenny  
Notary Public  
My commission expires: February 23, 2019

*JK*  
*DM*



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

**The Property**

The following 12 unpatented lode mining claims situated in Eureka County, Nevada:

<u><b>Claim Name</b></u>	<u><b>Serial Number No.</b></u>	<u><b>County Recording No.</b></u>
WFWKV 1	NMC-956324	209858
WFWKV 5	NMC-956328	209862
WFWKV 11	NMC-962526	210388
WFWKV 13	NMC-962528	210390
WFWKV 28	NMC-962543	210405
WFWKV 2	NMC-1117563	230816
TAZ 11	NMC-1094090	225039
TAZ 28	NMC-1094107	225056
TAZ 29	NMC-1094108	225057
TAZ 30	NMC-1094109	225058
TAZ 35	NMC-1094114	225063
TAZ 200	NMC-1117408	230812



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**EXHIBIT 2**  
**TO**  
**MEMORANDUM OF MINING LEASE AND OPTION TO PURCHASE**

The following 37 BVN unpatented lode mining claims that make up the Area of Interest situated in Eureka County, Nevada:

<u>Claim Name</u>	<u>Serial Number No.</u>	<u>County Recording No.</u>
BVN 13	NMC-1137494	232463
BVN 14	NMC-1137495	232464
BVN 15	NMC-1137496	232465
BVN 16	NMC-1137497	232466
BVN 17	NMC-1137498	232467
BVN 18	NMC-1137499	232468
BVN 19	NMC-1137500	232469
BVN 20	NMC-1137501	232470
BVN 21	NMC-1137502	232471
BVN 22	NMC-1137503	232472
BVN 23	NMC-1137504	232473
BVN 24	NMC-1137505	232474
BVN 25	NMC-1137506	232475
BVN 26	NMC-1137507	232476
BVN 39	NMC-1137520	232489
BVN 40	NMC-1137521	232490
BVN 41	NMC-1137522	232491
BVN 42	NMC-1137523	232492
BVN 43	NMC-1137524	232493
BVN 44	NMC-1137525	232494
BVN 46	NMC-1137527	232496
BVN 47	NMC-1137528	232497
BVN 48	NMC-1137529	232498
BVN 49	NMC-1137530	232499
BVN 50	NMC-1137531	232500
BVN 51	NMC-1137532	232501
BVN 52	NMC-1137533	232502
BVN 57	NMC-1137538	232507
BVN 58	NMC-1137539	232508
BVN 59	NMC-1137540	232509
BVN 61	NMC-1137542	232511
BVN 63	NMC-1137544	232513
BVN 65	NMC-1137546	232515
BVN 67	NMC-1137548	232517



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*OK*  
*ph*

<u>Claim Name</u>	<u>Serial Number No.</u>	<u>County Recording No.</u>
BVN 71	NMC-1137552	232521
BVN 72	NMC-1137553	232522
BVN 73	NMC-1137554	232523



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