



00000965201802346570050055

LISA HOEHNE, RECORDER

APN: N/A, unpatented claims

WHEN RECORDED RETURN TO:

Tony Wong
General Counsel and Corporate Secretary
Prophecy Development Corp.
Suite 1610 – 409 Granville Street
Vancouver, BC V6C 1T2 Canada

PURSUANT TO NRS 239B.030, THE UNDERSIGNED HEREBY AFFIRMS THAT THIS DOCUMENT DOES NOT CONTAIN THE PERSONAL INFORMATION, AS DEFINED BY NRS 603A.040, OF ANY PERSON.

**Memorandum of Mining Lease Agreement
Gibellini Project**

This Memorandum of Mining Lease Agreement Gibellini Project (“Memorandum”) is made as of ~~October 17~~ ^{November}, 2017, by and between Janelle Dietrich, an individual (the “Lessor”) and Prophecy Development Corp., a corporation incorporated under the statutes of the Province of British Columbia Canada, (the “Lessee”) with reference to the following:

1. Lessor and Lessee have entered into that certain Mineral Lease Agreement dated June 22, 2017 (“Lease”), wherein Lessor has leased to Lessee the unpatented mining claims described in Exhibit A to this Memorandum, which are situated in Eureka County, Nevada.
2. This Memorandum is prepared for the purposes of recording a notification as to the existence of the Lease but in no way modifies the express and particular provisions of the Lease. In the event of a conflict between the terms of the Lease and the terms of this Memorandum, the terms of the Lease shall control.
3. Additional information regarding the Lease may be obtained by contacting Lessee at the address listed below.
4. For purposes of the Agreement and this Memorandum the addresses of the parties are:

Janelle Dietrich
40725 Blacow Road
Fremont, CA 94538

Prophecy Development Corp.
Suite 1610
409 Granville Street
Vancouver, BC V6C 1T2

5. This Memorandum may be executed in any number of counterpart originals, each of which shall be deemed an original instrument for all purposes, but all of which shall comprise one and the same instrument.

[Signature Page Follows]

Executed by Lessor and Lessee as of the date first written above.

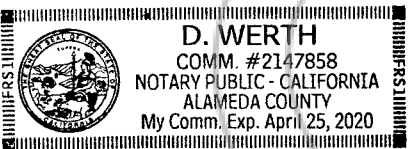
Lessor:

By Janelle Dietrich
Janelle Dietrich

Lessee:
By [Signature]
John Lee, CEO

State of California)
City of Fremont) ss.

This instrument was acknowledged before me on the 7th day of Nov, 2017, by Janelle Dietrich, Lessor.



[Signature]
Notary Public
Residing at: Alameda County, California
Commission Expires: 4-25-20

State of Nevada)
City of Eureka) ss.

This instrument was acknowledged before me on the 17th day of January, 2018 by John Lee as _____ of Lessee.



Kathy Bacon-Bowling
Notary Public
Residing at: Eureka County, Assessor
Commission Expires: May 19, 2019

Exhibit A
to
Memorandum of Mining Lease Agreement
Gibellini Project

Description of Unpatented Claims
Eureka County, Nevada

[See attached]



<u>Claim Name/Number</u>	<u>BLM Serial No.</u>
BLACK IRON 1-N	NMC1038844
BLACK IRON 3-N	NMC1038845
BLACK IRON 4-N	NMC1038846
BLACK IRON 5-N	NMC1038847
BLACK IRON 6-N	NMC1038848
FLAT 1-N	NMC1038849
FLAT 2-N	NMC1038850
FLAT 10-N	NMC1038851
FLAT 11-N	NMC1038852
FLAT 12-N	NMC1038853
FLAT 13-N	NMC1038854
MANGANESE 3-N	NMC1038855
RATTLER 1-N	NMC1038856
RATTLER 2-N	NMC1038857
RATTLER 3-N	NMC1038858
RATTLER 4-N	NMC1038859
RIFT 1-N	NMC1038860
RIFT 2-N	NMC1038861
RIFT 3-N	NMC1038862
RIFT 4-N	NMC1038863
CLYDE 1-N	NMC1038864
CLYDE 2-N	NMC1038865
CLYDE 3-N	NMC1038866
CLYDE 4-N	NMC1038867
CLYDE 5-N	NMC1038868
CLYDE 6-N	NMC1038869
CLYDE 7-N	NMC1038870
CLYDE 8-N	NMC1038871
BLACK HILL 1-N	NMC1038872
BLACK HILL 2-N	NMC1038873
BLACK HILL 3-N	NMC1038874
BLACK HILL 4-N	NMC1038875
BLACK HILL 7-N	NMC1038876
BLACK HILL 8-N	NMC1038877
BLACK HILL 9-N	NMC1038878
BLACK HILL 10-N	NMC1038879
BLACK HILL 11-N	NMC1038880
BLACK HILL 12-N	NMC1038881
BLACK HILL 13-N	NMC1070904
BLACK HILL 14-N	NMC1070905