

When recorded, please return to:

Heath Waddingham
Dorsey & Whitney LLP
111 S. Main St., Ste. 2100
Salt Lake City, UT 84111

ASSIGNMENT AND ASSUMPTION AGREEMENT

This ASSIGNMENT AND ASSUMPTION AGREEMENT (“**Assignment**”) is effective as of July 1, 2019 (“**Effective Date**”), by and between TIMBERLINE RESOURCES CORP., a Delaware corporation having an address of 101 E. Lakeside Ave., Coeur d’Alene, ID 83814 (“**Timberline**”), BH MINERALS USA, INC., a Colorado corporation having an address of 101 E. Lakeside Ave., Coeur d’Alene, ID 83814 (collectively with Timberline, “**Assignors**”), and LOOKOUT MOUNTAIN LLC, a Delaware limited liability company having an address of 101 E. Lakeside Ave., Coeur d’Alene, ID 83814 (“**Assignee**”). Assignors and Assignee are referred to herein each as a “**Party**” and collectively as the “**Parties**”. Capitalized terms used but not expressly defined in this Assignment shall have the meanings provided in the Contribution Agreement, dated effective as of July 1, 2019, among Timberline, Assignee, and PM&Gold Mines, Inc. (“**Contribution Agreement**”).

RECITALS

WHEREAS, Assignors own certain mining leases, mining agreements, surface use and damage agreements and other agreements covering all or part of those lands described on Exhibit A hereto (such lands, “**Properties**”, and such agreements covering the Properties, “**Agreements**”), including but not limited to those Agreements more particularly described on Exhibit B hereto; and

WHEREAS, pursuant to a Limited Liability Company Agreement of Lookout Mountain LLC dated June 28, 2019 (“**LLC Agreement**”) and the Contribution Agreement, Timberline has agreed to assign to Assignee, and Assignee has agreed to assume from Timberline, all of Assignors’ right, title, interests, and obligations in and under the Agreements to the extent such Agreements cover and relate to the Properties, pursuant to the terms and conditions set forth in the LLC Agreement and the Contribution Agreement.

NOW, THEREFORE, for good and valuable consideration as set forth in this Assignment (including these Recitals), the LLC Agreement and the Contribution Agreement, the receipt and sufficiency of which are hereby acknowledged by the Parties, Assignors and Assignee agree as follows:

AGREEMENT

- 1. Assignment and Assumption.

a. Assignors hereby assign, transfer and convey to Assignee, its successors and assigns, all of Assignors' rights, title, interests, and obligations in and to the Agreements to the extent that the Agreements cover and relate to the Properties.

b. This Assignment is made subject to all the terms, conditions and covenants of the Agreements. Assignee hereby acknowledges and agrees that Assignee assumes and agrees to perform and satisfy all of Assignors' obligations and responsibilities in and under the Agreements with respect to the Properties.

2. Terms of LLC Agreement and Contribution Agreement. This Assignment shall be interpreted in accordance with the terms and conditions set forth in the LLC Agreement and the Contribution Agreement, which LLC Agreement and Contribution Agreement shall govern in the event of a conflict between the terms hereof and those set forth in the LLC Agreement and the Contribution Agreement.

3. No Rights in Third Parties. Nothing expressed or implied in this Assignment is intended to confer upon any person, other than Assignors and Assignee and their respective successors and assigns, any rights, remedies, obligations or liabilities under or by reason of this Assignment, except as may be provided in the LLC Agreement or the Contribution Agreement.

4. Inurement. All covenants, conditions, limitations and provisions contained in this Assignment apply to, and are binding upon, the Parties and their respective heirs, representatives, successors and assigns.

5. Governing Law. This Assignment shall be construed, interpreted and enforced in accordance with the laws of the State of Nevada.

6. Waiver. No waiver of any provision of this Assignment, or waiver of any breach of this Assignment, shall be effective unless the waiver is in writing and is signed by the party against whom the waiver is claimed. No waiver of any breach shall be deemed to be a waiver of any other subsequent breach.

7. Recording. This Assignment shall be recorded in Eureka County, Nevada.

8. Rule Against Perpetuities. Any option or right to acquire any property interests under this Assignment shall be exercised, if at all, within the maximum time period allowed under any applicable rule against perpetuities or any analogous statutory or common law principle that is applicable.

9. Counterparts. This Assignment may be executed in any number of counterparts, and by the different parties hereto in separate counterparts, each of which when executed shall be deemed to be an original but all of which taken together shall constitute one and the same agreement. Delivery of an executed counterpart of a signature page to this Assignment by facsimile or other electronic means (e.g., electronic mail or PDF) shall be effective as delivery of a manually executed counterpart to this Assignment.

[Remainder of page intentionally left blank]

This Assignment has been duly executed and delivered by the duly authorized representatives of the Parties as of the date first above written.

ASSIGNORS:

TIMBERLINE RESOURCES CORP.

By: Steven A. Osterberg
Name: Steven A. Osterberg
Title: President & CEO

BH MINERALS USA, INC.

By: Steven A. Osterberg
Name: Steven A. Osterberg
Title: President

ASSIGNEE:

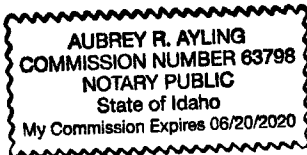
LOOKOUT MOUNTAIN LLC

By: Steven A. Osterberg
Name: Steven A. Osterberg
Title: Manager

STATE OF IDAHO)
COUNTY OF KOOTENAI) ss

This instrument was acknowledged before me on 25 JULY, 2019, by STEVEN OSTERBERG, as CEO of Timberline Resources Corp., a Delaware corporation.

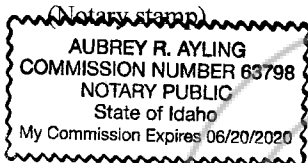
(Notary stamp)



Aubrey R. Ayling
Notary Public

STATE OF IDAHO)
COUNTY OF KOOTENAI) ss

This instrument was acknowledged before me on 25 JULY, 2019, by STEVEN OSTERBERG, as CEO of BH Minerals USA, Inc., a Colorado corporation.

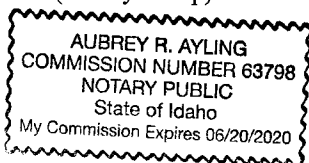


Aubrey R. Ayling
Notary Public

STATE OF IDAHO)
COUNTY OF KOOTENAI) ss

This instrument was acknowledged before me on 25 JULY, 2019, by STEVEN OSTERBERG, as MANAGER of Lookout Mountain LLC, a Delaware limited liability company.

(Notary stamp)



Aubrey R. Ayling
Notary Public

Exhibit A
to
Assignment and Assumption Agreement

Properties

1. Owned Unpatented Mining Claims – Hiero and Syracuse

<u>Claim Name</u>	<u>Book</u>	<u>Page</u>	<u>BLM Serial #</u>
Hiero 1	365	221	NMC-851532
Hiero 2	365	222	NMC-851533
Hiero 3	365	223	NMC-851534
Hiero 4	365	224	NMC-851535
Hiero 5	365	225	NMC-851536
Hiero 6	365	226	NMC-851537
Hiero 7	365	227	NMC-851538
Hiero 8	365	228	NMC-851539
Hiero 9	365	229	NMC-851540
Hiero 10	365	230	NMC-851541
Hiero 11	365	231	NMC-851542
Hiero 12	365	232	NMC-851543
Hiero 13	365	233	NMC-851544
Hiero 14	365	234	NMC-851545
Hiero 15	365	235	NMC-851546
Hiero 16	365	236	NMC-851547
Hiero 17	365	237	NMC-851548
Hiero 18	365	238	NMC-851549
Hiero 19	365	239	NMC-851550
Hiero 20	365	240	NMC-851551
Hiero 21	365	241	NMC-851552
Hiero 22	365	242	NMC-851553
Hiero 23	365	243	NMC-851554
Hiero 24	365	244	NMC-851555
Hiero 25	365	245	NMC-851556
Hiero 26	365	246	NMC-851557

Hiero 27	365	247	NMC-851558
Hiero 28	365	248	NMC-851559
Hiero 29	365	249	NMC-851560
Hiero 30	365	250	NMC-851561
Hiero 31	365	251	NMC-851562
Hiero 32	365	252	NMC-851563
Hiero 33	365	253	NMC-851564
Hiero 34	365	254	NMC-851565
Hiero 35	374	009	NMC-861475
Hiero 82	381	383	NMC-868175
Hiero 83	381	384	NMC-868176
Hiero 84	381	385	NMC-868177
Hiero 85	381	386	NMC-868178
Hiero 87	381	388	NMC-868180
Hiero 88	381	389	NMC-868181
Hiero 89	381	390	NMC-868182
Hiero 90	381	391	NMC-868183
Hiero 92	381	393	NMC-868185
Hiero 93	381	394	NMC-868186
Hiero 94	381	395	NMC-868187
Hiero 95	381	396	NMC-868188
Hiero 96	381	397	NMC-868189
Hiero 98	381	399	NMC-868191
Hiero 99	381	400	NMC-868192
Hiero 102	381	403	NMC-868195
Hiero 105	381	404	NMC-868196
Hiero 108	381	407	NMC-868199
Hiero 112	381	408	NMC-868200
Syracuse 1	365	255	NMC-851566
Syracuse 2	365	256	NMC-851567

Total Claims: 56

2. *Owned Unpatented Mining Claims – South Ratto*

<u>Claim Name</u>	<u>Book</u>	<u>Page</u>	<u>BLM Serial #</u>
J-1	81, O.R.	312	NMC-153823
J-2	81, O. R	313	NMC-153824
J-3	81, O. R	314	NMC-153825
J-4	81, O. R	315	NMC-153826
J-5	81, O. R	316	NMC-153827
J-6	81, O. R	317	NMC-153828
J-7	81, O. R	318	NMC-153829
J-8	81, O. R	319	NMC-153830
J-9	81, O. R	320	NMC-153831
J-10	81, O. R	321	NMC-153832
J-11	81, O. R	322	NMC-153833
J-12	81, O. R	323	NMC-153834
J-13	81, O. R	324	NMC-153835
J-14	81, O. R	325	NMC-153836
J-15	81, O. R	326	NMC-153837
J-16	81, O. R	327	NMC-153838
J-17	81, O. R	328	NMC-153839
J-18	81, O. R	329	NMC-153840
J-19	81, O. R	330	NMC-153841
J-20	81, O. R	331	NMC-153842
J-21	81, O. R	332	NMC-153843
J-22	81, O. R	333	NMC-153844
J-23	81, O. R	334	NMC-153845
J-24	84, O. R.	361	NMC-160193
J-25	84, O. R.	362	NMC-160194
J-26	84, O. R.	363	NMC-160195
J-27	84, O. R.	364	NMC-160196
J-28	84, O. R.	365	NMC-160197
J-30	277, O. R.	309	NMC-705454
J-31	343, O.R.	242	NMC-824800
J-33	304, O. R.	422	NMC-758671
J-34	304, O. R.	423	NMC-758672
J-35	304, O. R.	424	NMC-758673
J-36	304, O. R.	425	NMC-758674
J-37	304, O. R.	426	NMC-758675

J-38	304, O. R.	427	NMC-758676
J-39	343, O.R.	243	NMC-824801
J-40	343, O.R.	244	NMC-824802
J-41	343, O.R.	245	NMC-824803
J-42	343, O.R.	246	NMC-824804
J-43	343, O.R.	247	NMC-824805
J-44	343, O.R.	248	NMC-824806
J-49	343, O.R.	249	NMC-824807
J-50	343, O.R.	250	NMC-824808
J-52	84 O.R.	386	NMC-160218
J-53	84 O.R.	387	NMC-160219
J-54	84 O.R.	388	NMC-160220
J-71	343, O.R.	251	NMC-824809
J-72	343, O.R.	252	NMC-824810
J-73	343, O.R.	253	NMC-824811
J-74	343, O.R.	254	NMC-824812
J-75	343, O.R.	255	NMC-824813
J-76	343, O.R.	256	NMC-824814
J-81	343, O.R.	257	NMC-824815
J-82	343, O.R.	258	NMC-824816
J-83	343, O.R.	259	NMC-824817
J-84	343, O.R.	260	NMC-824818
J-85	304, O. R.	428	NMC-758677
J-86	304, O. R.	429	NMC-758678
J-87	281, O.R.	560	NMC-714831
J-88	343, O.R.	261	NMC-824819
JA-1	280, O.R.	114	NMC-711217
B 187	247, O.R.	159	NMC-677969
B 189	247, O.R.	160	NMC-677970
B 191	247, O.R.	161	NMC-677971
B 193	247, O.R.	162	NMC-677972
B 195	247, O.R.	163	NMC-677973
B 197	247, O.R.	164	NMC-677974
B 199	247, O.R.	165	NMC-677975
B 201	247, O.R.	166	NMC-677976
F-61	286, O.R.	362	NMC-722354
F-63	286, O.R.	363	NMC-722355
F-65	286, O.R.	364	NMC-722356
F-67	286, O.R.	365	NMC-722357
F-69	286, O.R.	366	NMC-722358
F-71	286, O.R.	367	NMC-722359
F-73	286, O.R.	368	NMC-722360
F-75	286, O.R.	369	NMC-722361
F-77	286, O.R.	370	NMC-722362
F-79	286, O.R.	371	NMC-722363

F-81	286, O.R.	372	NMC-722364
F-83	286, O.R.	373	NMC-722365
F-85	286, O.R.	374	NMC-722366
F-86	373	378	NMC-860379
F-87	373	379	NMC-860380
F-88	373	380	NMC-860381
F-89	373	381	NMC-860382
F-90	373	382	NMC-860383
F-91	373	383	NMC-860384
F-92	373	384	NMC-860385
ELW 16	344, O.R.	205	NMC-825049
ELW 17	344, O.R.	206	NMC-825050
ELW 18	344, O.R.	207	NMC-825051
ELW 19	344, O.R.	208	NMC-825052
ELW 20	344, O.R.	209	NMC-825053
ELW 21	344, O.R.	210	NMC-825054
ELW 22	344, O.R.	211	NMC-825055
ELW 23	344, O.R.	212	NMC-825056
ELW 24	344, O.R.	213	NMC-825057
ELW 25	344, O.R.	214	NMC-825058
ELW 26	344, O.R.	215	NMC-825059
ELW 27	344, O.R.	216	NMC-825060
ELW 60	344, O.R.	226	NMC-825070
ELW 62	344, O.R.	228	NMC-825072
ELW 64	344, O.R.	230	NMC-825074
ELW 66	344, O.R.	232	NMC-825076
ELW 68	344, O.R.	234	NMC-825078
ELW 70	344, O.R.	236	NMC-825080

Total Claims:	108
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3. *Owned Unpatented Mining Claims – TL 12*

<u>Claim Name</u>	<u>Book</u>	<u>Page</u>	<u>BLM Serial #</u>
TL 12-11	534	78	1075726
TL 12-12	534	79	1075727
TL 12-13	534	80	1075728

Total Claims:	3
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4. *Owned Unpatented Mining Claims – TLRat 1-5*

<u>Claim Name</u>	<u>Book</u>	<u>Page</u>	<u>BLM Serial #</u>
TLRat 1	525	185	1056560
TLRat 2	525	186	1056561
TLRat 3	525	187	1056562
TLRat 4	525	188	1056563
TLRat 5	525	189	1056564

Total Claims:	5
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5. *Owned Patented Mining Claims*

<u>PARCEL #</u>	<u>CLAIM NAME</u>	<u>U.S. MINERAL SURVEY #</u>	<u>PATENT NO.</u>
009-300-01	Killington	291	16279
009-300-05 changed from 410-000-83	Bricktop	133	
	Oswego	294	
	Mineral Bluff	293	
009-290-07	Burning Moscow Survey	279	5646

6. *Leased Lookout Mountain Unpatented Mining Claims*

<u>Claim Name</u>	<u>Book</u>	<u>Page</u>	<u>BLM Serial #</u>
Rat No. 1	50	209	NMC-113195
Rat No. 2	50	210	NMC-113196
Rat No. 3	50	211	NMC-113197
Rat No. 4	50	212	NMC-113198
Rat No. 5	50	213	NMC-113199
Rat No. 6	50	214	NMC-113200
Rat No. 7	50	215	NMC-113201
Rat No. 8	50	216	NMC-113202
Rat No. 9	50	217	NMC-113203
Rat No. 10	50	218	NMC-113204
Rat No. 11	50	219	NMC-113205
Rat No. 12	50	220	NMC-113206
Rat No. 13	50	221	NMC-113207
Rat No. 14	50	222	NMC-113208
Rat No. 15	50	223	NMC-113209
Rat No. 16	50	224	NMC-113210
Rat No. 17	208	183	NMC-588522
Rat No. 17A	208	191	NMC-588526
Rat No. 18	208	185	NMC-588523
Rat No. 18A	208	193	NMC-588528
Rat No. 19	208	187	NMC-588524
Rat No. 20	50	228	NMC-113214
Rat No. 21	50	229	NMC-113215
Rat No. 22	50	230	NMC-113216
Rat No. 23	50	231	NMC-113217
Rat No. 24	50	232	NMC-113218
Rat No. 25	50	233	NMC-113219
Rat No. 26	50	234	NMC-113220
Rat No. 27	50	235	NMC-113221
Rat No. 30	65	115	NMC-26569
Rat No. 31	65	116	NMC-26570
Rat No. 32	208	189	NMC-588525

Rat No. 32A	208	195	NMC-588527
Rat No. 33	65	192	NMC-26572
Rat No. 38	65	117	NMC-26573
Rat No. 39	65	118	NMC-26574
Rat No. 40	65	119	NMC-26575
Rat No. 41	65	120	NMC-26576
Rat No. 42	65	121	NMC-26577
Rat No. 43	65	122	NMC-26578
Rat No. 44	116	318	NMC-26579
Rat No. 45	65	124	NMC-26580
Rat No. 46	65	125	NMC-26581
Rat No. 47	65	126	NMC-26582
Rat No. 48	65	127	NMC-26583
Rat No. 50	65	128	NMC-26584
Rat No. 51	65	129	NMC-26585
Rat No. 52	65	130	NMC-26586
Rat No. 53	65	131	NMC-26587
Rat No. 54	65	132	NMC-26588
Rat No. 55	65	133	NMC-26589
Rat No. 56	65	134	NMC-26590
SELRAT # 1	116	286	NMC-70755
SELRAT # 2	116	287	NMC-70756
SELRAT # 3	116	288	NMC-70757
SELRAT # 4	116	289	NMC-70758
SELRAT # 5	70	482	NMC-70759
SELRAT # 6	70	483	NMC-70760
SELRAT # 7	70	484	NMC-70761
SELRAT # 8	70	485	NMC-70762
SELRAT # 9	70	486	NMC-70763
SELRAT # 10	70	487	NMC-70764
SELRAT # 11	70	488	NMC-70765
SELRAT # 12	70	489	NMC-70766
SELRAT # 13	70	490	NMC-70767
SELRAT # 14	107	499	NMC-261574
SELRAT # 15	70	492	NMC-70769
SELRAT # 16	70	493	NMC-70770
SELRAT # 17	70	494	NMC-70771
SELRAT # 18	70	495	NMC-70772
SELRAT # 19	70	496	NMC-70773
SELRAT # 20	328	495	NMC-70774
SELRAT # 21	70	498	NMC-70775
SELRAT # 22	70	499	NMC-70776
SELRAT # 23	70	500	NMC-70777
SELRAT # 24	70	501	NMC-70778
SELRAT # 25	328	496	NMC-70779

SELRAT # 26	116	438	NMC-70780
SELRAT # 27	116	439	NMC-70781
SELRAT # 28	116	440	NMC-70782
SELRAT # 29	116	441	NMC-70783
SELRAT # 30	116	442	NMC-70784
SELRAT # 31	116	443	NMC-70785
SELRAT # 32	116	444	NMC-70786
SELRAT # 33	116	445	NMC-70787
SELRAT # 34	116	446	NMC-70788
SELRAT # 35	116	447	NMC-70789
SELRAT # 36	116	448	NMC-70790
SELRAT # 37	116	449	NMC-70791
SELRAT # 38	116	450	NMC-70792
SELRAT # 39	116	451	NMC-70793
SELRAT # 40	116	452	NMC-70794
SELRAT # 41	116	453	NMC-70795
SELRAT # 42	116	454	NMC-70796
SELRAT # 43	116	455	NMC-70797
SELRAT # 44	116	456	NMC-70798
SELRAT # 45	116	457	NMC-70799
SELRAT # 46	116	458	NMC-70800
SELRAT # 47	116	459	NMC-70801
SELRAT # 48	116	460	NMC-70802
SELRAT # 49	116	461	NMC-70803
SELRAT # 50	116	462	NMC-70804
SELRAT # 51	116	463	NMC-70805
SELRAT # 52	116	464	NMC-70806
SELRAT # 53	116	465	NMC-70807
SELRAT # 54	116	466	NMC-70808
SELRAT # 55	70	502	NMC-70809
SELRAT # 56	70	503	NMC-70810
SELRAT # 57	70	504	NMC-70811
SELRAT # 58	70	505	NMC-70812
SELRAT # 59	70	506	NMC-70813
SELRAT # 60	116	290	NMC-104570
SELRAT # 61	116	291	NMC-104571
SELRAT # 62	74	541	NMC-104572
SELRAT # 63	74	542	NMC-104573
SELRAT # 64	74	543	NMC-104574
SELRAT # 65	74	544	NMC-104575
SELRAT # 66	74	545	NMC-104576
SELRAT # 67	74	546	NMC-104577
SELRAT # 68	74	547	NMC-104578
SELRAT # 69	74	548	NMC-104579
SELRAT # 70	74	549	NMC-104580

SELRAT # 71	74	550	NMC-104581
SELRAT # 72	74	551	NMC-104582
SELRAT # 73	74	552	NMC-104583
SELRAT # 74	74	553	NMC-104584
SELRAT # 75	74	554	NMC-104585
SELRAT # 76	74	555	NMC-104586
SELRAT # 77	74	556	NMC-104587
SELRAT # 78	74	557	NMC-104588
SELRAT # 79	74	558	NMC-104589
SELRAT # 80	74	559	NMC-104590
SELRAT # 81	74	560	NMC-104591
SELRAT # 82	74	561	NMC-104592
SELRAT # 83	74	562	NMC-104593
SELRAT # 84	74	563	NMC-104594
SELRAT # 85	74	564	NMC-104595
SELRAT # 86	74	565	NMC-104596
SELRAT # 87	74	566	NMC-104597
SELRAT # 88	74	567	NMC-104598
SELRAT # 89	74	568	NMC-104599
SELRAT # 90	74	569	NMC-104600
SELRAT # 91	74	570	NMC-104601
SELRAT # 92	74	571	NMC-104602
SELRAT # 93	118	3	NMC-104603
SELRAT # 94	74	573	NMC-104604
SELRAT # 95	74	574	NMC-104605
SELRAT # 96	74	575	NMC-104606
SELRAT # 97	74	576	NMC-104607
SELRAT # 98	74	577	NMC-104608
SELRAT # 99	74	578	NMC-104609
SELRAT # 100	74	579	NMC-104610
SELRAT # 101	74	580	NMC-104611
SELRAT # 102	118	4	NMC-104612
SELRAT # 103	74	582	NMC-104613
SELRAT # 104	74	583	NMC-104614
SELRAT # 105	74	584	NMC-104615
SELRAT # 106	74	585	NMC-104616
SELRAT # 107	74	586	NMC-104617
SELRAT # 108	74	587	NMC-104618
SELRAT # 109	74	588	NMC-104619
SELRAT # 110	74	589	NMC-104620
SELRAT # 111	74	590	NMC-104621
SELRAT # 112	118	5	NMC-104622
SELRAT # 113	74	592	NMC-104623
SELRAT # 114	74	593	NMC-104624
SELRAT # 115	74	594	NMC-104625

SELRAT # 116	74	595	NMC-104626
SELRAT # 117	74	596	NMC-104627
SELRAT # 118	74	597	NMC-104628
SELRAT # 119	74	598	NMC-104629
SELRAT # 120	74	599	NMC-104630
SELRAT # 121	74	600	NMC-104631
SELRAT # 122	74	601	NMC-104632
SELRAT # 123	74	602	NMC-104633
SELRAT # 124	74	603	NMC-104634
SELRAT # 125	74	604	NMC-104635
SELRAT # 126	74	605	NMC-104636
SELRAT # 127	74	606	NMC-104637
SELRAT # 128	74	607	NMC-104638
SELRAT # 129	74	608	NMC-104639
SELRAT # 130	74	609	NMC-104640
SELRAT # 131	74	610	NMC-104641
SELRAT # 132	74	611	NMC-104642
SELRAT # 133	118	6	NMC-104643
SELRAT # 134	74	613	NMC-104644
SELRAT # 135	74	614	NMC-104645
SELRAT # 136	74	615	NMC-104646
SELRAT # 137	74	616	NMC-104647
SELRAT # 138	74	617	NMC-104648
SELRAT # 139	118	7	NMC-203222
SELRAT # 139A	79	164	NMC-141787
SELRAT # 140	517	301	NMC-141788
SELRAT # 141	517	302	NMC-141789
SELRAT # 142	517	303	NMC-141790
SELRAT # 143	517	304	NMC-141791
SELRAT # 144	517	305	NMC-141792
SELRAT # 145	517	306	NMC-141793
SELRAT # 146	517	307	NMC-141794
SELRAT # 147	517	308	NMC-141795
SELRAT # 148	517	309	NMC-141796
SELRAT # 149	517	310	NMC-141797
SELRAT # 150	116	293	NMC-141798
SELRAT # 151	517	311	NMC-141799
SELRAT # 152	116	295	NMC-141800
SELRAT # 153	517	312	NMC-141801
SELRAT # 154	517	313	NMC-141802
SELRAT # 155	517	314	NMC-141803
SELRAT # 156	517	315	NMC-141804
SELRAT # 157	517	316	NMC-141805
SELRAT # 158	116	301	NMC-141806
SELRAT # 159	517	317	NMC-141807

SELRAT # 160	116	303	NMC-141808
SELRAT # 161	517	318	NMC-141809
SELRAT # 162	517	319	NMC-141810
SELRAT # 163	517	320	NMC-141811
SELRAT # 164	517	321	NMC-141812
SELRAT # 165	116	308	NMC-141813
SELRAT # 166	116	309	NMC-141814
SELRAT # 167	116	310	NMC-141815
SELRAT # 168	116	311	NMC-141816
SELRAT # 169	79	194	NMC-141817
SELRAT # 170	517	322	NMC-141818
SELRAT # 171	517	323	NMC-141819
SELRAT # 172	517	324	NMC-141820
SELRAT # 173	79	198	NMC-141821
SELRAT # 174	517	325	NMC-141822
SELRAT # 175	79	200	NMC-141823
SELRAT # 176	517	326	NMC-141824
SELRAT # 177	517	327	NMC-141825
SELRAT # 178	517	328	NMC-141826
SELRAT # 179	517	329	NMC-141827
SELRAT # 180	79	205	NMC-141828
SELRAT # 181	517	330	NMC-141829
SELRAT # 182	517	331	NMC-141830
SELRAT # 183	517	332	NMC-141831
SELRAT # 184	517	333	NMC-141832
SELRAT # 185	116	312	NMC-141833
SELRAT # 186	116	313	NMC-141834
SELRAT # 187	517	334	NMC-141835
SELRAT # 188	517	335	NMC-141836
SELRAT # 189	107	500	NMC-261467
SELRAT # 190	107	501	NMC-261468
SELRAT # 191	107	502	NMC-261469
SELRAT # 192	107	503	NMC-261470
SELRAT # 193	107	504	NMC-261471
SELRAT # 194	107	505	NMC-261472
SELRAT # 195	107	506	NMC-261473
SELRAT # 196	107	507	NMC-261474
SELRAT # 197	107	508	NMC-261475
SELRAT # 198	107	509	NMC-261476
SELRAT # 199	107	510	NMC-261477
SELRAT # 200	107	511	NMC-261478
SELRAT # 201	107	512	NMC-261479
SELRAT # 202	107	513	NMC-261480
SELRAT # 203	107	514	NMC-261481
SELRAT # 204	107	515	NMC-261482

SELRAT # 205	107	516	NMC-261483
SELRAT # 206	107	517	NMC-261484
SELRAT # 207	107	518	NMC-261485
SELRAT # 208	107	519	NMC-261486
SELRAT # 209	107	520	NMC-261487
SELRAT # 210	107	521	NMC-261488
SELRAT # 211	107	522	NMC-261489
SELRAT # 212	107	523	NMC-261490
SELRAT # 213	107	524	NMC-261491
SELRAT # 214	107	525	NMC-261492
SELRAT # 215	107	526	NMC-261493
SELRAT # 216	107	527	NMC-261494
SELRAT # 217	107	528	NMC-261495
SELRAT # 218	107	529	NMC-261496
SELRAT # 219	107	530	NMC-261497
SELRAT # 220	107	531	NMC-261498
SELRAT # 221	107	532	NMC-261499
SELRAT # 222	107	533	NMC-261500
SELRAT # 223	107	534	NMC-261501
SELRAT # 224	107	535	NMC-261502
SELRAT # 225	107	536	NMC-261503
SELRAT # 226	107	537	NMC-261504
SELRAT # 227	107	538	NMC-261505
SELRAT # 228	107	539	NMC-261506
SELRAT # 229	107	540	NMC-261507
SELRAT # 230	107	541	NMC-261508
SELRAT # 231	107	542	NMC-261509
SELRAT # 232	107	543	NMC-261510
SELRAT # 233	107	544	NMC-261511
SELRAT # 234	107	545	NMC-261512
SELRAT # 236	107	546	NMC-261513
SELRAT # 237	107	547	NMC-261514
SELRAT # 238	107	548	NMC-261515
SELRAT # 239	107	549	NMC-261516
SELRAT # 240	107	550	NMC-261517
SELRAT # 241	107	551	NMC-261518
SELRAT # 246	107	552	NMC-261519
SELRAT # 247	107	553	NMC-261520
SELRAT # 248	107	554	NMC-261521
SELRAT # 249	107	555	NMC-261522
SELRAT # 250	107	556	NMC-261523
SELRAT # 251	107	557	NMC-261524
SELRAT # 255	107	558	NMC-261525
SELRAT # 256	107	559	NMC-261526
SELRAT # 257	107	560	NMC-261527

SELRAT # 258	107	561	NMC-261528
SELRAT # 259	107	562	NMC-261529
SELRAT # 260	107	563	NMC-261530
SELRAT # 261	107	564	NMC-261531
SELRAT # 262	107	565	NMC-261532
SELRAT # 263	107	566	NMC-261533
SELRAT # 264	107	567	NMC-261534
SELRAT # 265	107	568	NMC-261535
SELRAT # 266	107	569	NMC-261536
SELRAT # 267	107	570	NMC-261579
SELRAT # 268	107	571	NMC-261537
SELRAT # 269	107	572	NMC-261538
SELRAT # 270	107	573	NMC-261539
SELRAT # 271	107	574	NMC-261540
SELRAT # 272	107	575	NMC-261541
SELRAT # 273	107	576	NMC-261542
SELRAT # 274	107	577	NMC-261543
SELRAT # 283	107	578	NMC-261544
SELRAT # 284	107	579	NMC-261545
SELRAT # 285	107	580	NMC-261546
SELRAT # 286	107	581	NMC-261547
SELRAT # 351	107	582	NMC-261548
SELRAT # 359	107	583	NMC-261549
SELRAT # 368	107	584	NMC-261550
SELRAT # 374	328	497	NMC-261551
SELRAT # 375	328	498	NMC-261552
SELRAT # 376	328	499	NMC-261553
SELRAT # 377	328	500	NMC-261554
SELRAT # 378	328	501	NMC-261555
SELRAT # 379	328	502	NMC-261556
SELRAT # 380	107	591	NMC-261557
SELRAT # 381	107	592	NMC-261558
SELRAT # 382	107	593	NMC-261559
SELRAT # 383	107	594	NMC-261560
SELRAT # 384	107	595	NMC-261561
SELRAT # 385	107	596	NMC-261562
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SELRAT # 388	107	599	NMC-261565
SELRAT # 389	107	600	NMC-261566
SELRAT # 390	107	601	NMC-261567
SELRAT # 391	107	602	NMC-261568
SELRAT # 392	107	603	NMC-261569
SELRAT # 393	107	604	NMC-261570
SELRAT # 394	107	605	NMC-261571

SELRAT # 395	107	606	NMC-261572
SELRAT # 396	328	503	NMC-261573
SELRAT # 397	110	138	NMC-265000
SELRAT # 398	110	139	NMC-265001
SELRAT # 399	110	140	NMC-265002
SELRAT # 400	110	141	NMC-265003
SELRAT # 401	110	142	NMC-265004
SELRAT # 402	110	143	NMC-265005
SELRAT # 403	110	144	NMC-265006
SELRAT # 404	110	145	NMC-265007
SELRAT # 405	118	163	NMC-290890
SELRAT # 406	118	2	NMC-290598
SELRAT # 407	118	164	NMC-290891
SELRAT # 408	118	165	NMC-290892
SELRAT # 409	118	166	NMC-290893
SELRAT # 410	118	167	NMC-290894
SELRAT # 411	118	168	NMC-290895
SELRAT # 412	118	169	NMC-290896
SELRAT # 413	118	170	NMC-290897
SELRAT # 414	118	171	NMC-290898
SELRAT # 415	118	172	NMC-290899
SELRAT # 416	118	173	NMC-290900
SELRAT # 417	118	174	NMC-290901
SELRAT # 418	118	285	NMC-292486
DAVE # 1	294	477	NMC-735946
TREVOR # 1	294	478	NMC-735947

Total Claims:	373
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7. *Leased Silverado Unpatented Mining Claims*

<u>Claim Name</u>	<u>Book</u>	<u>Page</u>	<u>BLM Serial #</u>
SILVERADO # 59	520	386	NMC1052196
SILVERADO # 60	520	387	NMC1052197
SILVERADO # 61	520	388	NMC1052198
SILVERADO # 62	520	389	NMC1052199
SILVERADO # 63	520	390	NMC1052200
SILVERADO # 64	520	391	NMC1052201

Total Claims:	6
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Exhibit B
to
Assignment and Assumption Agreement

Agreements

1. Mining Lease and Agreement dated August 22, 2003, by and between Rocky Canyon Mining Company and Century Gold, LLC covering the Leased Lookout Mountain Unpatented Mining Claims, a memorandum of which was recorded in the official records of Eureka County, Nevada in Book 365, Page 258.
 - a. As assigned by Assignment of Lease by Lessee dated April 14, 2008 (although the cover sheet shows July 17, 2008), from Century Gold LLC to Staccato Gold Resources Ltd., recorded on July 31, 2008, in the official records of Eureka County, Nevada as Document No. 0212182.
 - b. As amended by First Amendment of Mining Lease and Agreement dated effective June 1, 2008, by and between Rocky Canyon Mining Company and Staccato Gold Resources Ltd.
 - c. As assigned by Assignment of Lease by Lessee dated September 22, 2008, from Staccato Gold Resources Ltd. to BH Minerals USA, Inc., recorded on November 5, 2008, in the official records of Eureka County, Nevada as Document No. 0212712.
 - d. As modified or otherwise affected by a Settlement Agreement dated effective May 30, 2008, by and among Rocky Canyon Mining Company, Staccato Gold Resources Ltd., and BH Minerals USA, Inc.
2. Mining Lease with Purchase Option dated July 12, 2012, between Silver International, Inc. and BH Minerals USA, Inc. covering the Leased Silverado Unpatented Mining Claims.
3. Amendment to Windfall Mining Lease and Option dated February 28, 2012, by and between BH Minerals USA, Inc. and American Innovative Minerals, LLC covering a portion of the Owned Patented Mining Claims and a portion of the Hiero Owned Unpatented Mining Claims.
4. Royalty Deed dated effective as of April 1, 2012, from BH Minerals USA, Inc. to American Innovative Minerals, LLC covering a portion of the Owned Patented Mining Claims and a portion of the Hiero Owned Unpatented Mining Claims, recorded in the official records of Eureka County, Nevada on June 8, 2012, as Document No. 0220639.
5. Warranty Deed dated effective as of March 16, 2012, from American Innovative Minerals, LLC to BH Minerals USA, Inc. covering a portion of the Owned Patented Mining Claims, recorded in the official records of Eureka County, Nevada on June 8, 2012, as Document No. 0220638.