

Recording Requested By, and
After Recording Return To:
James Duggan
Duggan Bertsch, LLC
303 West Madison Street, Ste. 1000
Chicago, Illinois 60606

EUREKA COUNTY, NV **2019-239579**
Rec:\$35.00
\$35.00 Pgs=7 **09/25/2019 01:49 PM**
COW COUNTY TITLE CO.
LISA HOEHNE, CLERK RECORDER

A.P.N. Nos.:

007-060-02, 007-050-04,
007-050-05, 007-050-06,
007-050-07, 007-050-09, and
007-050-010

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ASSIGNMENT OF DEED OF TRUST

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which is hereby acknowledged, the undersigned, GENERAL MOLY, INC., a Delaware corporation, as Beneficiary ("Assignor"), hereby grants, conveys, assigns and transfer to ALF ALPHA CAPITAL, LLC, a Wyoming limited liability company ("Assignee"), all beneficial interest under the Deed of Trust, dated July 2, 2019, by and between MW CATTLE, LLC, a Nevada limited liability company, as Trustor; COW COUNTY TITLE CO., a Nevada corporation, as Trustee; and Assignor herein as Beneficiary, recorded on July 3, 2019, as Document No. 2019-239243, in Eureka County, State of Nevada, together with the Promissory Note ("Note") secured by said Deed of Trust and therein described, the money due and to become due thereon, with interest, and all rights accrued or to accrue under said Deed of Trust.

The property covered and secured by said Deed of Trust is legally described as follows:

See Exhibit A attached hereto.

TOGETHER WITH all buildings and improvements thereon, if any.

TOGETHER WITH all tenements, hereditaments, easements and appurtenances thereunto belonging or in anyway appertaining, and any reversions, remainders, rents, issues, and profits thereof.

TOGETHER WITH all water rights set forth in **Exhibit B** attached hereto which describe all water rights conveyed herewith. Such water rights to also include the water rights asserted by KVR in that certain proceeding entitled "In the Matter of the Determination of Relative Rights in and to All Waters of Diamond Valley, Hydrographic Basin No. 10-153, Elko and Eureka Counties, Nevada" in the office of the State Engineer of the State of Nevada,

including but not limited to the following claims for vested rights on Exhibit B appropriation, to the extent the same are appurtenant to the Property.

Excepting, however, those grave/sand stockpiles to be retained by Seller, including removal rights, as identified in **Exhibit C** attached hereto.

TOGETHER WITH all the rights and privileges under the Romano Allotment, No. 10047 with the Bureau of Land Management Grazing Allotment, as modified and existing as of this date.

TOGETHER WITH Seller's oil, gas, hard rock, and other mineral and geothermal rights of every name or nature, if any, and any payments due thereon.

SUBJECT TO any and all taxes and assessments, reservations, exceptions, easements, rights and/or rights of way, limitations, covenants, conditions, restrictions, terms, liens, charges and licenses affecting the property of record or actually existing on such premises.

Assignor warrants that, as of the date of this Assignment, the Note and Deed of Trust described herein satisfy the requirements of the purchase and sale agreement between Assignor and Assignee, dated September 6, 2019 ("Agreement"), and that all warranties regarding notes and deeds of trust set forth in said Agreement are true and correct with respect to the Note and Deed of Trust referred to herein.

Assignor will indemnify and hold Assignee harmless from any claims, loss or expense resulting from a breach of any of these warranties.

Assignor hereby covenants that the following sums are presently due and owing under the Note and Deed of Trust assigned hereunder: \$500,000.00 as of September 6, 2019.

IN WITNESS WHEREOF, this Assignment has been duly executed and delivered by the parties hereto, or their duly authorized officers or agents, as of September 6, 2019.

GENERAL MOLY, INC., a Delaware corporation

By: Bruce D. Hansen

Name: Bruce D. Hansen

Its: Chief Executive Officer

STATE OF COLORADO)
) SS
COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public, in and for the County and State aforesaid, DO HEREBY CERTIFY, that on this day personally appeared **Bruce D. Hansen**, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged that he signed, sealed and delivered the said instrument as his free and voluntary act.

Given under by hand and official seal, this 4th day of September, 2019.

Amy Yuen Wah Tang
Amy Yuen Wah Tang
Notary Public



EXHIBIT "A" LEGAL DESCRIPTION

File No.: 80756

All that certain real property situate in the County of Eureka, State of Nevada, described as follows:

TOWNSHIP 23 NORTH, RANGE 52 EAST, M.D.B. & M.

Section 11: Northeast Quarter (NE1/4) of the Northeast Quarter (NE1/4) and the Southwest Quarter (SW1/4) of the Northeast Quarter (NE1/4)

ASSESSOR'S PARCEL NUMBER FOR 2018 - 2019: 007-050-04

Section 12: South Half (S1/2) of the Southwest Quarter (SW1/4)

ASSESSOR'S PARCEL NUMBER FOR 2018 - 2019: 007-050-05

Section 13: East Half (E1/2) of the Northwest Quarter and the Southwest Quarter (SW1/4) of the Northwest Quarter (NW1/4)

ASSESSOR'S PARCEL NUMBER FOR 2018 - 2019: 007-050-06 (Master Parcel Number)

Section 24: East Half (E1/2) and the East Half (E1/2) of the West Half (W1/2)

Section 25: Northeast Quarter (NE1/4) and the East Half (E1/2) of the Northwest Quarter (NW1/4)

ASSESSOR'S PARCEL NUMBER FOR 2018 - 2019: 007-050-07

Section 36: North Half (N1/2) of the the Northeast Quarter (NE1/4); the West Half (W1/2) of the Northwest Quarter (NW1/4); the Northeast Quarter (NE1/4) of the Northwest Quarter (NW1/4);

ASSESSOR'S PARCEL NUMBER FOR 2018 - 2019: 007-050-09

Section 36: An undivided one-half (1/2) interest in and to the Southwest Quarter (SW1/4) of the Northeast Quarter (NE1/4) and the Southeast Quarter (SE1/4) of the Northwest Quarter (NW1/4)

ASSESSOR'S PARCEL NUMBER FOR 2018 - 2019: 007-050-10

TOWNSHIP 23 NORTH, RANGE 53 EAST, M.D.B. & M.

Section 19: Government Lots 1, 2, 3 and 4

Section 30: Government Lots 1 and 2

ASSESSOR'S PARCEL NUMBER FOR 2018 - 2019: 007-060-02

**EXHIBIT B
WATER RIGHTS**

<u>PERMIT NO.</u>	<u>CERTIFICATE NO.</u>	<u>SOURCE</u>	<u>USE</u>
9440	2000	Surface (Garden Spring)	Stockwater
9441	2001	Surface (Call Spring)	Stockwater
9552	2004	Surface (McBride Spring)	Stockwater
11004	3058	Underground	Stockwater
11008	2837	Underground	Stockwater
24012	7505	Underground;	Stockwater
68122	16237	Underground	Stockwater
44743	11588	Underground (well)	Stockwater
47907	12306	Underground (well)	Stockwater
50962	13182	Underground (Romano Well)	Irrigation
50963	13183	Underground (Romano Well)	Irrigation
57838	15993	Underground (Romano Well)	Irrigation

Vested Water Right Claims, of and concerning, "In the Matter of the Determination of Relative Rights in and to All Waters of Diamond Valley, Hydrographic Basin No. 10-153, Elko and Eureka Counties, Nevada" in the office of the State Engineer of the State of Nevada:

<u>CLAIM NO.</u>	<u>SOURCE</u>	<u>USE</u>
V04147	Stinking Spring	Stockwater
V04148	No Name Spring	Stockwater
V04471	Romano Spring #1	Stockwater
V04472	Siri Spring #1	Stockwater
V04473	Sulphur Spring	Stockwater
V04474	Tule Spring	Stockwater
V04475	Romano Spring No. 2	Stockwater
V04476	Romano Spring No. 2	Irrigation
V04477	Siri Spring #1	Irrigation
V04478	Sulphur Spring #1	Irrigation
V04479	Romano Spring No. 1	Irrigation
V04480	Tule Spring & Trib	Irrigation
V10887	Two Spring Sources	Stockwater
V10888	Unnamed Spring	Stockwater
V10889	Spring Source	Stockwater
V10890	2 springs	Stockwater
V10891	3 springs	Stockwater
V10892	Mt. Hope Spring	Stockwater
V10893	Stinking Spring	Stockwater
V10895	McBride Spring	Stockwater
V10896	Mt. Hope Spring	Stockwater
V10897	Trap Corral Spring	Stockwater
V10898	Garden Spring	Stockwater
V10900	Hash Spring	Stockwater
V10901	Railroad Spring	Stockwater
V10902	Lone Wolf Spring	Stockwater
V10903	Call Spring	Stockwater
V10904	Dixon Spring	Stockwater
V10905	Spring No. 1	Irrigation
V10906	Spring No. 2	Irrigation
V10907	Spring No. 3	Irrigation

CLAIM NO.

SOURCE

USE

V10908	Spring No. 4	Irrigation
V10909	Spring No. 5	Irrigation
V10910	Spring No. 6	Irrigation
V10911	Spring No. 7	Irrigation
V10912	Spring No. 8	Irrigation
V10913	Spring No. 9	Irrigation
V10914	Tom Spring	Irrigation
V10915	Spring and pond	Irrigation
V10916	Spring No. 4A	Irrigation
V10917	Spring & Reservoir No. 2	Irrigation

Specifically reserving unto the Grantor all of Permits 57835, 57836, 57839, 57840 and 66062, and any base right or change application associated therewith.

Exhibit C

Gravel/Sand Stockpiles, excluded from Purchase

All coarse and fine aggregates (gravel and sand) which currently are situated on parcel 07-05-006, and as depicted in the following photograph, are excluded from the sale transaction to Buyer.

Seller retains reasonable ingress and egress rights utilizing the existing Saddler Brown Street access to the real property and stockpiles, for so long as the stockpiles remain on the parcel.

Seller to provide 15 days prior notification of its intention to load and remove any or all of the stockpiles. Buyer to allow reasonable of water from its wells for dust control at stockpiles and roadways.

