

NEVADA GOLD MINES LLC



00007422202002403130080086

LISA HOEHNE, CLERK RECORDER

**RECORDING REQUESTED BY AND
WHEN RECORDED, RETURN TO:**

Nevada Gold Mines LLC
1655 Mountain City Hwy.
Elko, Nevada 89801
Attn: Land Department

The undersigned hereby confirm that this instrument
does not contain the personal information of any person.

**MEMORANDUM OF SIXTH AMENDMENT TO
MINING LEASE AND OPTION TO PURCHASE AGREEMENT**

This Memorandum of Sixth Amendment to Mining Lease and Option to Purchase Agreement (the "Memorandum"), dated effective as of November 4, 2016, is by and between **Mark Farley and J. Patrick Farley, Co-Trustees of THE ROBERT LEROY FARLEY AND GEORGIA LYNN FARLEY JOINT LIVING TRUST** (successor to the interest of Georgia Lynn Farley, widow of Robert L. Farley), and **Carl A. Farley and Donna L. Farley, Co-Trustees of THE CARL FARLEY and DONNA FARLEY TRUST**, (collectively the "**Farleys**"), and **NEVADA GOLD MINES LLC**, a Delaware limited liability company (NGM) (successor in interest to Barrick Gold Exploration Inc. and Newmont USA Limited, d/b in interest to Newmont Mining Corporation), (the "**Lessee**"). Farleys and Lessee are also collectively referred to herein as "**Parties**" and individually as a "**Party**".

RECITALS

A. The Farleys, as lessors and optionors, entered into a Mining Lease and Option to Purchase Agreement, dated effective as of November 4, 1991, (the "Initial Agreement"), pertaining to certain real property located in Eureka County, Nevada, which property is more particularly described in Exhibit A attached to and made a part of this Sixth Amendment (the "Property").

B. The Initial Agreement was amended by that certain First Amendment to the Agreement, dated September 1, 1996, extending the term of the Agreement to November 4, 2001, and that certain Second Amendment, dated October 30, 2001, extending the term of the Agreement to November 4, 2006, and that certain Fourth Amendment to the Agreement, dated October 30, 2006, extending the term of the Agreement to November 4, 2011, and that certain Fifth Amendment to the Agreement, dated October 30, 2011, extending the term of the Agreement to November 4, 2016 (collectively, the "Agreement"). Both Farleys and NGM acknowledge that the Third Amendment to the Agreement was inadvertently skipped and never initiated.

C. The parties have entered into a Sixth Amendment of Mining Lease and Option to Purchase Agreement dated as of November 4, 2016 (the "Sixth Amendment"). The Sixth Amendment extends the term of the Lease for an additional five years, until November 4, 2021. Lessee has the right to renew the Lease Term for one (1) additional terms of five (5) years.

PURPOSE OF MEMORANDUM

This Memorandum is prepared for the purposes of recording a notification as to the existence of the Agreement, as amended, but in no way modifies the express and particular provisions of the Agreement or the Sixth Amendment referred to above. In the event of a conflict between the terms of the Agreement, as amended, and the terms of this Memorandum, the terms of the Agreement, as amended, shall control. This Memorandum may be executed in any number of counterparts with the same effect as if the signatures thereto and hereto were upon the same instrument.

[SIGNATURE PAGES FOLLOW]

CONFIDENTIAL

IN WITNESS WHEREOF, the parties have executed this Amendment to be effective as of the date first above written.

FARLEYS:

Mark Farley as TTE
Mark Farley, Co-Trustee, THE ROBERT LEROY FARLEY AND GEORGIA LYNN FARLEY JOINT LIVING TRUST

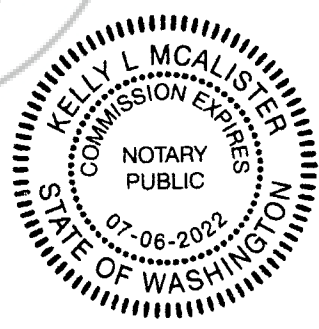
STATE OF Washington)
: ss.
COUNTY OF Snohomish)

On this 27th day of December, 2019, before me, Kelly L McAlister, a notary public for said State, personally appeared Mark Farley, as Co-Trustee for The Robert Leroy Farley and Georgia Lynn Farley Joint Living Trust, known or identified to me to be the person who executed the instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Kelly L McAlister
Notary/Public
Residing at Snohomish

My Commission Expires: 7-6-2022



FARLEYS (continued):

Patrick Farley

J. Patrick Farley, Co-Trustee, THE ROBERT LEROY FARLEY AND GEORGIA LYNN FARLEY JOINT LIVING TRUST

STATE OF Washington)

: ss.

COUNTY OF King)

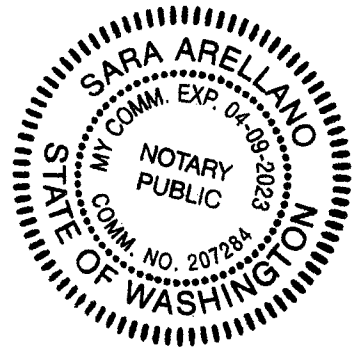
On this 30 day of December, 2019, before me, Sara Arellano, a notary public for said State, personally appeared J. Patrick Farley, as Co-Trustee for The Robert Leroy Farley and Georgia Lynn Farley Joint Living Trust, known or identified to me to be the person who executed the instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Sara Arellano

Notary Public
Residing at Belleve

My Commission Expires: 4-09-2023



FARLEYS (continued):

Carl A. Farley

Carl A. Farley, Co-Trustee, THE CARL AND DONNA FARLEY TRUST

Donna L. Farley

Donna L. Farley, Co-Trustee, THE CARL AND DONNA FARLEY TRUST

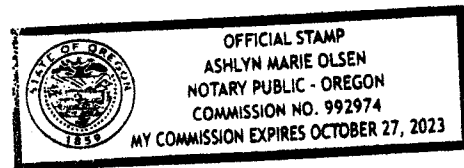
STATE OF Oregon)
: ss.
COUNTY OF Multnomah)

On this 22 day of January, 2020, before me, Ashlyn Marie Olsen a notary public for said State, personally appeared Carl A. Farley as Co-Trustee for The Carl and Donna Farley Trust known or identified to me to be the persons who executed the instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Ashlyn Marie Olsen
Notary Public
Residing at Nyssa, OR

My Commission Expires: October 27, 2023



FARLEYS (continued):

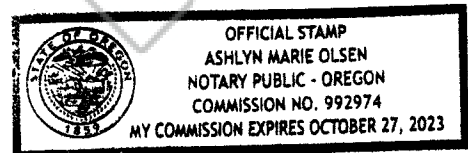
STATE OF Oregon)
 : ss.
COUNTY OF Malheur)

On this 22 day of January, 2020, before me, Ashlyn Marie Olsen, a notary public for said State, personally appeared Donna L. Farley, as Co-Trustee for The Carl and Donna Farley Trust known or identified to me to be the persons who executed the instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Ashlyn Marie Olsen
Notary Public
Residing at Nyssa, OR

My Commission Expires: October 27, 2023



LESSEE:

NEVADA GOLD MINES LLC,
a Delaware limited liability company

By: Hilary N. Wilson

Print Name: Hilary N. Wilson

Its: Secretary

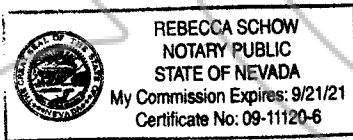
STATE OF NEVADA)

: ss.

COUNTY OF ELKO)

On this 14 day of February, 2020, personally appeared before me, a notary public for said State, Hilary Wilson a duly qualified and officer of Nevada Gold Mines LLC, a Delaware limited liability company, known or identified to me to be the person whose name is subscribed to the above instrument who acknowledged to me that he executed the above instrument on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Rebecca Schow
Notary Public
Residing at ELKO NV

My Commission Expires: 9-21-21

EXHIBIT 1

LEGAL DESCRIPTION

The following unpatented mining claims in or about Section 18, Township 35 North, Range 51 East, MDB&M, Eureka County, Nevada:

Eureka County
Certificate of Location
Recordation Data

<u>Name of Claim</u>	<u>Book</u>	<u>Page</u>	<u>BLM#</u>
Golden Boy No. 1	2	394	NMC56975
Golden Boy No. 2	2	121	NMC56976
Golden Boy No. 3	2	122	NMC56977
Golden Boy No. 4	2	123	NMC56978
Golden Boy No. 5	2	124	NMC56979
Golden Boy No. 13	2	132	NMC56987
Golden Boy No. 14	2	133	NMC56988
Golden Boy No. 15	2	134	NMC56989
Golden Boy No. 16	2	135	NMC56990
Golden Boy No. 17	2	136	NMC56991
Golden Boy No. 18	2	137	NMC56992