

Recorded at the request of
and return to:

Richard W. Harris, Esq.
Harris & Thompson
6121 Lakeside Drive, Suite 260
Reno, Nevada 89511

BOOK **435** PAGE **216 - 219**
OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Richard W. Harris
2006 APR 27 PM 3:07
EUREKA COUNTY, NEVADA
M.N. REBALEATI, RECORDER
FILE NO. FEES **17⁰⁰**

204548

MEMORANDUM OF AGREEMENT

NOTICE IS HEREBY GIVEN that the RM 1-50 unpatented lode mining claims situated in the Fish Creek Mining District, Eureka County, Nevada are subject to an "Mining Lease with Option to Purchase (Antelope Ridge Silver/Gold Property)" effective April 26, 2005 between MOUNTAIN GOLD EXPLORATION INC., a Nevada corporation, and GEOCORP, a Nevada corporation, as Owners; and PIEDMONT MINING COMPANY, INC., a North Carolina corporation, as Lessee. The claims are more particularly described on Exhibit A attached hereto.

DATED this 26th day of April, 2005.

MOUNTAIN GOLD EXPLORATION INC.
a Nevada corporation

By *Thomas E. Callicrate*
THOMAS E. CALLICRATE, President

GEOCORP, a Nevada corporation

By: *R. Bedell*
RICHARD L. BEDELL, JR., President

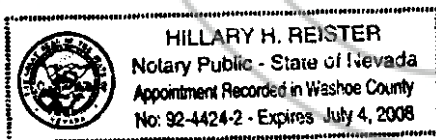
PIEDMONT MINING COMPANY, INC.,
a North Carolina corporation

By: *RMS*
ROBERT M. SHIELDS, JR., President

STATE OF NEVADA)
) ss
COUNTY OF WASHOE)

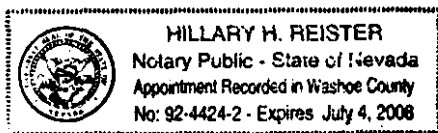
On this 26th day of April, 2005 personally appeared before me, a
Notary Public, THOMAS E. CALLICRATE, President of MOUNTAIN GOLD
EXPLORATION INC., a Nevada corporation, who acknowledged that he executed the
within MEMORANDUM OF AGREEMENT.

Hillary H. Reister
NOTARY PUBLIC



STATE OF NEVADA)
) ss
COUNTY OF WASHOE)

On this 20th day of April, 2005 personally appeared before me, a Notary Public, RICHARD L. BEDELL, JR., President of GEOCORP, a Nevada corporation, who acknowledged that he executed the within MEMORANDUM OF AGREEMENT.



Hillary H. Reister
NOTARY PUBLIC

STATE OF NEW YORK)
) ss
COUNTY OF NEW YORK)

On this 6 day of April, 2005 personally appeared before me, a Notary Public, ROBERT M. SHIELDS, JR., President of PIEDMONT MINING COMPANY, INC., a North Carolina corporation, who acknowledged that he executed the within MEMORANDUM OF AGREEMENT.

Robert M. Shields, Jr.
NOTARY PUBLIC
Notary Public, State of New York
No. 01DE3083449
Qualified in Kings County
COMMISSION EXPIRES: 11/18/2006

piedmont mining/7596
memorandum of agreement (4-05)

EXHIBIT A
Claim Description

<u>Claim Names</u>	<u>County Document Nos.</u>	<u>BLM Numbers</u>
RM 1-18	185158-185175	860653-860670
RM 19-50	198146-198177	893711-893742

piedmont mining/7596
exhibit A to memorandum of agreement (3-05)

204548

BOOK 435 PAGE 219