

MEMORANDUM OF GRUBSTAKE AGREEMENT

NOTICE IS HEREBY GIVEN that LYLE F. CAMPBELL, a single man ("Campbell"), as one party, and AMERICAN SELCO INCORPORATED, a New York corporation, and OCCIDENTAL MINERALS CORPORATION, a Delaware corporation ("Amsel/Oxymin"), collectively as the other party, have entered into a Grubstake Agreement with an effective date of April 1, 1978 ("Grubstake Agreement"). Under the terms of the Grubstake Agreement, Campbell, in consideration of the grubstake which Amsel/Oxymin has agreed to provide, has agreed to prospect for valuable mineral deposits (except oil, gas, coal, shale oil, geothermal resources, phosphate rock and sulphur) in those portions of the States of California, Nevada, Idaho, Utah, and Oregon which are shown on Exhibit A which is attached hereto and by this reference is made a part hereof (hereinafter "Prospecting Area").

Sections 2.1 and 3.1 of the Grubstake Agreement provide as follows:

"2.1 Except as otherwise herein provided, this Agreement shall be for a term of nine (9) months beginning April 1, 1978, and ending December 31, 1978, during which Campbell shall prospect for nine (9) calendar months. If at any time or times prior to the end of the term hereof Campbell shall be forced to suspend prospecting due to illness, accident or any other factor or circumstance beyond his reasonable control, Campbell shall promptly give Amsel/Oxymin written notice thereof setting forth the date such suspension commenced. At

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such time as Campbell is able to resume prospecting hereunder he may do so upon giving written notice of such resumption to Amsel/Oxymin setting forth the date of such resumption; provided, however, that in all events this Agreement shall terminate on December 31, 1978, even if nine (9) months of prospecting has not then been completed hereunder."

"3.1 During the term hereof Campbell shall, diligently and in good faith, prospect for Minerals in the Prospecting Area for the sole and exclusive account of Amsel/Oxymin."

Under the terms of the Grubstake Agreement, Campbell has agreed to present for acceptance by Amsel/Oxymin any Mineral Prospects located by him and, if Amsel/Oxymin shall accept the same, to enter into Mineral Lease and Option to Purchase Agreements, pursuant to which Campbell would grant to Amsel/Oxymin leases of the mining claims representing the Mineral Prospects for a period of twenty (20) years and so long thereafter as there is production of one or more mineral products from the Mineral Prospect, together with the sole, exclusive and irrevocable option to purchase the Mineral Prospect during the same period.

In consideration of the covenants and obligations contained in the Grubstake Agreement, Campbell and Amsel/Oxymin hereby ratify and confirm all of the agreements, covenants and conditions contained in said Grubstake Agreement and incorporate the same herein by this reference.

The respective addresses provided for in said Grubstake Agreement for the giving of notices are:

CAMPBELL: Lyle F. Campbell
P.O. Box 7377
Reno, Nevada 89510

AMSEL/OXYMIN: American Selco Incorporated
1000 Bible Way, Suite 66
Reno, Nevada 89502

With a copy to:

Occidental Minerals Corporation
Irongate Building IV
777 South Wadsworth Boulevard
Lakewood, Colorado 80226

Copies of the Grubstake Agreement are available at the same addresses.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be duly executed with an effective date of April 1, 1978.

Lyle F. Campbell

LYLE F. CAMPBELL

AMERICAN SELCO INCORPORATED

By *John F. Prochnau*

Attest: *[Signature]*

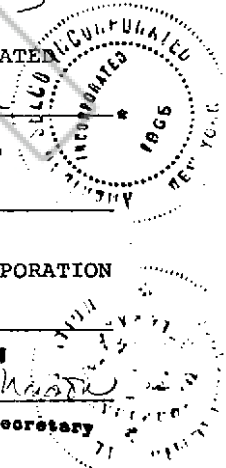
OCCIDENTAL MINERALS CORPORATION

By *F. B. Park*

Frederick B. Park, Vice President


Attest: *[Signature]*

Dorcas S. Mason, Assistant Secretary



STATE OF NEVADA)
) ss.
COUNTY OF WASHOE)

On this 9 day of January, 1979, personally appeared before me, a notary public, LYLE F. CAMPBELL, who acknowledged that he executed the foregoing instrument.

 SUE DAGIT
Notary Public - State of Nevada
Washoe County
My Commission expires June 1, 1982

[Signature]

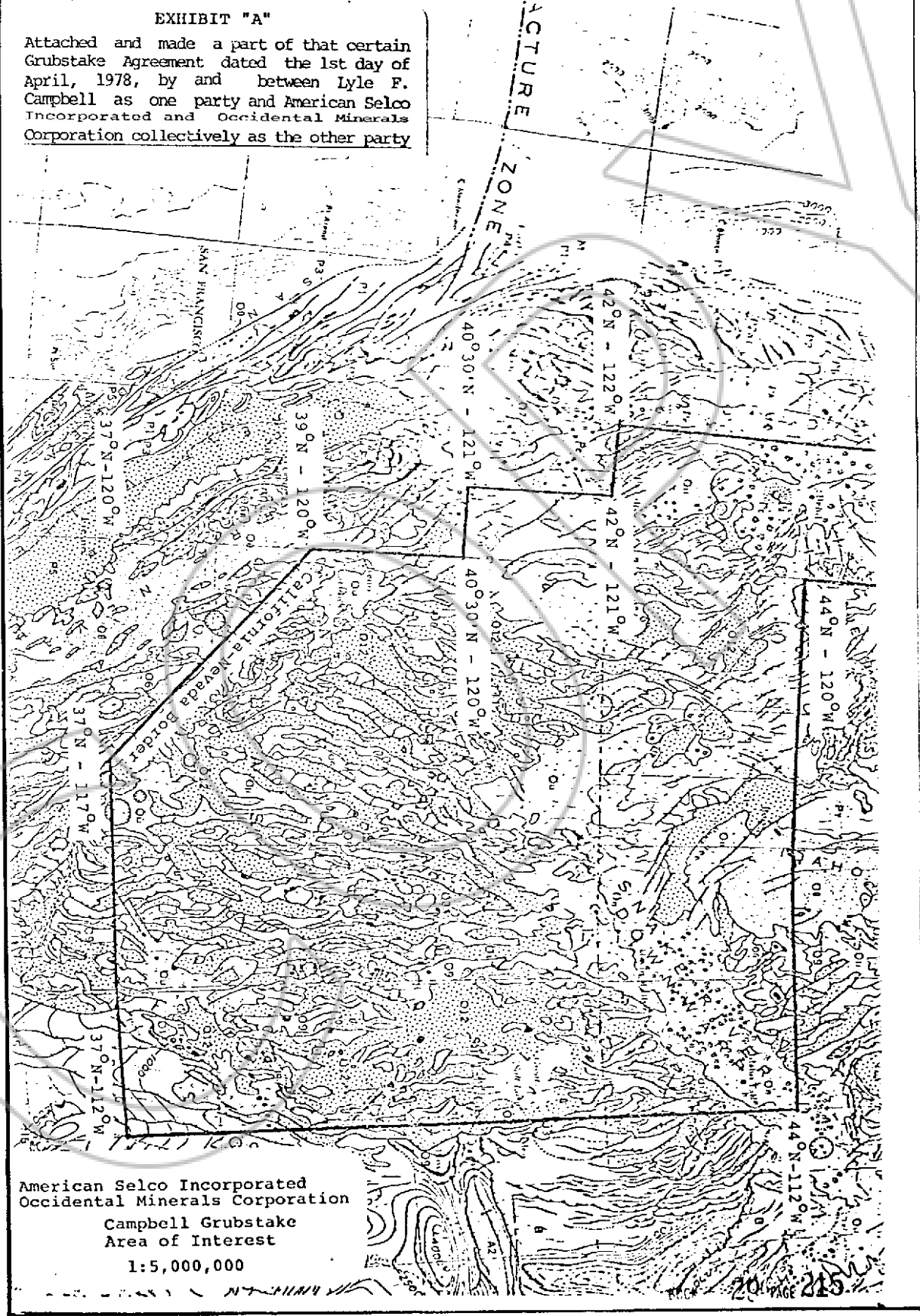
Notary Public

STATE OF NEVADA)
) ss.
COUNTY OF WASHOE)

On this 12th day of January, 1979, personally appeared before me, a notary public, John F. Prochnau, the

EXHIBIT "A"

Attached and made a part of that certain Grubstake Agreement dated the 1st day of April, 1978, by and between Lyle F. Campbell as one party and American Selco Incorporated and Occidental Minerals Corporation collectively as the other party



American Selco Incorporated
Occidental Minerals Corporation
Campbell Grubstake
Area of Interest
1:5,000,000

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Recorded at request of
Anselco Minerals, Inc.

DATE: <u>Feb. 6, 1979</u>	TIME: <u>10:47AM</u>
BOOK NO. <u>395</u>	PAGE NO. <u>437 TO 442</u>
MISCELLANEOUS RECORD	
BY: <u>Ferrel D. Hansen</u>	RECORDER
WHITE PINE COUNTY, STATE OF NEVADA	

Ferrel D. Hansen, County Recorder

Fee: \$8.00

No. 63825
 FILED AND RECORDED AT REQUEST OF
AMERICAN SELCO INC.
MAR. 15, 1979
 AT 1 MINUTES PAST 1 O'CLOCK
P.M IN BOOK 29 OF OFFICIAL
 RECORDS, PAGE 24 LINCOLN
 COUNTY, NEVADA.

Spencer Schen
 COUNTY RECORDER