

EXHIBIT F
to
Mining Venture Agreement
By and Between
Alma American Mining Corporation
and
Fischer-Watt Gold Company, Inc.
Dated the 7th Day of April, 1989

ASSIGNMENT OF LEASE AGREEMENT

THIS ASSIGNMENT OF LEASE AGREEMENT (this "Assignment") made and entered into effective as of the 30th day of June, 1989, is from FISCHER-WATT GOLD COMPANY, INC., a Nevada corporation ("Assignor"), and is to Delamar Minerals Company ("Assignee"), a joint venture by and between Fischer-Watt Gold Company, Inc. and Alma American Mining Corporation, a Colorado corporation.

WITNESSETH:

That Assignor for and in consideration of the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, has assigned, transferred, set over and conveyed and by this Assignment does hereby assign, transfer, set over and convey unto Assignee, its successors and assigns forever, the entire estates and rights created pursuant to that certain Lease Agreement (the "Subject Lease") dated as of May 16, 1988 by and between United Delamar Mining Company, as "Lessor," and Fischer-Watt Gold Company, Inc., as "Lessee," together with any and all other right, title, interest, claim and demand whatsoever of Assignor in or to the Properties covered by the Subject Lease or in or to the improvements, fixtures, tenements, appurtenances, reversions and remainders, rents, issues, profits, minerals and mineral rights, water and water rights therein, thereon, thereto or associated therewith. A list of the Properties subject to the Subject Lease is appended as Schedule 1 to this Assignment.

TO HAVE AND TO HOLD the Subject Lease together with the other interests assigned hereunder unto Assignee, its successors and assigns forever.

This Assignment is executed and delivered pursuant to the terms of that certain Mining Venture Agreement (the "Agreement") by and between Assignor and Assignee of even date herewith. The execution and delivery of this Assignment shall in no way limit, abrogate or merge any of the representations, warranties, covenants or other provisions of the Agreement, all of which shall remain in full force and effect.

IN WITNESS WHEREOF and intending to be legally bound, Assignor has executed this Assignment as of the date and year first above written.

ASSIGNOR

FISCHER-WATT GOLD COMPANY, INC.
a Nevada corporation

[SEAL]

By: *A. Watt*
Its: VP + CEO

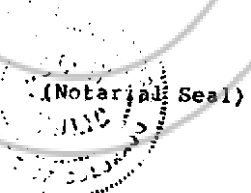
ACKNOWLEDGMENT

STATE OF Colorado)
COUNTY OF Jefferson) ss.

On this 30th day of June, 1989, before me, the undersigned, a Notary Public in and for the State of _____, personally appeared Jim Watt, known to me to be the Vice President of Fischer-Watt Gold Company, Inc., and acknowledged to me that he executed the same freely and voluntarily and for the uses and purposes therein mentioned.

In witness whereof, I have hereunto set my hand and affixed my notarial seal on the day and year first above written.

Linda Beckenridge
NOTARY PUBLIC
My commission expires: 03/28/92



SCHEDULE A
to
EXHIBIT A
to
Mining Venture Agreement
By and Between
Alma American Mining Corporation
and
Fischer-Watt Gold Company, Inc.
Dated the 7th Day of April, 1989

Those certain patented mining claims generally located within of Townships 5 and 6 South, Range 64 East, M.D.B.&M., Unknown (Delamar or Ferguson) Mining District, Lincoln County, Nevada, more particularly described as follows:

1. Properties originally held wholly or in part by United Delamar Mining Company ("UDM"):

<u>Name of Claim</u>	<u>Mineral Survey No.</u>	<u>Name of Claim</u>	<u>Mineral Survey No.</u>
Magnolia South Extension	Lot No. 37	Boss	1820
Jim Crow	1709	Flagstaff No. 2	1820
Lucky Bar	1711	Mona	1821
Princess	1712	Defender	1822
Cliff	1713	Lois	1837
Monitor	1713	Typewriter	1837
Monitor No. 2	1713	Stella	1841
April Fool	1718	Jim Crow No. 2	1846
Cliff No. 2	1718	Fetterman	1848
Dublin	1718	Extension No. 2	2001
Jumbo	1718	Extension No. 3	2001
Lookout	1718	Century	2016
Swifter	1718	Aspodal	2038
Naid Queen	1724	Gertrude	2038
Golden Eagle	1726	Gold Brick	2038
Montaire	1726	Pleides	2038
Cavilan	1728	Adam	2052-A
Gold Cup	1729	Hiko	2052-A
Jefferson	1730	John Brown	2052-A
Sally Ann	1730	Ross	2052-A
Magnolia	1731	Rich	2052-A
Ronnow	1744	Valley	2052-A
Leas	1746	Piute	2068
Jim Crow Extension No. 2	1793	Jim Crow No. 3	2071
Aetna	1800	Korkskrewas	2071
Candilero	1800	Toga	2104
Fierosaa	1800	Cona	2103-A
Fierosaa No. 5	1800	Doctor	2108
Hindray	1800	June	2108
Reliance	1800	Spider	2108
El Dorado	1809	Salvatore	2108
Toney	1818	Johnson	2113-A
Little Annie	1819	Dockel	2949
Apex	1820	Stitch	2949
		Sunbean	2949

April 9, 1988

POSSIBLE POOR RECORD IS DUE TO
QUALITY OF ORIGINAL DOCUMENT.

<u>Name of Claim</u>	<u>Mineral Survey No.</u>	<u>Name of Claim</u>	<u>Mineral Survey No.</u>
1/2 interest in Johnson Millsite	2113-B	1/2 interest in Salvatore Millsite	2113-B
1/2 interest in June Millsite	2113-B	1/2 interest in Cone Millsite	2113-B
2/3 interest in Millionaire 1710		5/6 interest in Richman	2062

Surface rights to 4.3 acres of land in the northwest corner of the Little Annie claim Lot #1819 and in the easterly portion of Piute Lode #2068.

2. Lode mining claims acquired by UDM from Marvil Exploration Company on April 11, 1961; situate and being in the County of Lincoln, State of Nevada, described as follows and being in the Ferguson Mining District:

<u>Name of Claim</u>	<u>Patent No.</u>	<u>Mineral Survey No.</u>	<u>Name of Claim</u>	<u>Patent No.</u>	<u>Mineral Survey No.</u>
Golden Fleece	28392	1746	Sunny South	44365	2089
Caribou	28392	1746	Brookland	"	2089
Cleanor	37586	2029	American Flag	"	2089
Gold Note	37586	2029	American Flag No. 2	"	2089
Ontario	37586	2029	Moonlight	"	2089
Richmond (5/6)	40450	2062	Red Bluff	"	2089
Linoup	40450	2062	Hill Top	"	2089
Old Brick	44365	2089	Old Glory	"	2089
Esperate	"	2089	Misera Dream	"	2089
Expast	"	2089	Cleveland	"	2089
Summit	"	2089	Sunrise	41363	2103-A
Mountain Top	"	2089	Rainbow	0500	3435
Easton	"	2089	Little Gem	"	3435

3. Lode mining claims acquired by UDM from the Anly Company on April 24, 1961, situate and being in the Ferguson Mining District, County of Lincoln, State of Nevada, as follows:

<u>Name of Claim</u>	<u>Patent No.</u>	<u>Mineral Survey No.</u>	<u>Name of Claim</u>	<u>Patent No.</u>	<u>Mineral Survey No.</u>
San	29065	1796	Summit	37117	1998
Donnerburg	29266	1808	Central	33002	1815
Center	38717	2045	Central Extension	33002	1815
Little Emma	38717	2045	Clara M.	29132	1798
Donch	37117	1998	Short	29595	1798

4. Together with all interest of UDM in and to any real property, or other property interests generally within the Ferguson Mining District, County of Lincoln, State of Nevada, that falls within the Area of Interest as described in Exhibit B, it being the intention of UDM to lease of the real

Exhibit A

CLAIM NAME	LINCOLN CO. BOOK	PAGE	BLM NMC NUMBER	LOCATION DATE
DL 1	80	338	488472	05-19-88
DL 2	80	339	488473	05-19-88
DL 3	80	340	488474	05-20-88
DL 4	80	341	488475	05-20-88
DL 5	80	342	488476	05-20-88
DL 6 Fraction	80	343	488477	05-20-88
DL 7	80	344	488478	05-20-88
DL 8	80	345	488479	05-20-88
DL 9	80	346	488480	05-20-88
DL 9A Fraction	80	347	488481	05-20-88
DL 10	80	348	488482	05-20-88
DL 11	80	349	488483	05-20-88
DL 12	80	350	488484	05-20-88
DL 13	80	351	488485	05-20-88
DL 14	80	352	488486	05-20-88
DL 15	80	353	488487	05-20-88
DL 16	80	354	488488	05-21-88
DL 17	80	355	488489	05-21-88
DL 18	80	356	488490	05-21-88
DL 19	80	357	488491	05-21-88
DL 20	80	358	488492	05-21-88
DL 21	80	359	488493	05-21-88
DL 22	80	360	488494	05-21-88
DL 23	80	361	488495	05-21-88
DL 24	80	362	488496	05-21-88
DL 25	80	363	488497	05-21-88
DL 26	80	364	488498	05-21-88
DL 27	80	365	488499	05-20-88
DL 28	80	366	488500	05-21-88
DL 29	80	367	488501	05-20-88
DL 30	80	368	488502	05-21-88
DL 31	80	369	488503	05-20-88
DL 32	80	370	488504	05-20-88
DL 33	80	371	488505	05-20-88
DL 34	80	372	488506	05-21-88
DL 35	80	373	488507	05-21-88
DL 36	80	374	488508	05-21-88
DL 37	80	375	488509	05-21-88
DL 38	80	376	488510	05-21-88
DL 39	80	377	488511	05-21-88
DL 40	83	625	540281	11-09-88
DL 41	83	626	540282	11-09-88
DL 42	83	627	540283	11-09-88
DL 43	83	628	540284	11-09-88
DL 44	83	629	540285	11-09-88
DL 45	83	630	540286	11-09-88
DL 46	83	631	540287	11-09-88
DL 47	83	632	540288	11-09-88

Exhibit A

CLAIM NAME	LINCOLN CO. BOOK	PAGE	BLM WHC NUMBER	LOCATION DATE
DL 48	83	633	540289	11-09-88
DL 49	83	634	540290	11-09-88
DL 50	83	635	540291	11-09-88
DL 51	83	636	540292	11-09-88
DL 52	83	637	540293	11-09-88
DL 53	83	638	540294	11-09-88
DL 54	83	639	540295	11-09-88
DL 55	83	640	540296	11-09-88
DL 56	83	641	540297	11-09-88
DL 57	83	642	540298	11-09-88
DL 58	83	643	540299	11-09-88
DL 59	83	644	540300	11-09-88
DL 60	83	645	540301	11-09-88
DL 61	83	646	540302	11-09-88
DL 62	83	647	540303	11-09-88
DL 63	83	648	540304	11-09-88
DL 64	83	649	540305	11-09-88
DL 65	83	650	540306	11-09-88
DL 66	83	651	540307	11-09-88
DL 67	83	652	540308	11-09-88
DL 68	83	653	540309	11-09-88
DL 69	83	654	540310	11-09-88
DL 70	83	655	540311	11-06-88
DL 71	83	656	540312	11-06-88
DL 72	83	657	540313	11-06-88
DL 73	83	658	540314	11-06-88
DL 74	83	659	540315	11-06-88
DL 75	83	660	540316	11-06-88
DL 76	83	661	540317	11-06-88
DL 77	83	662	540318	11-05-88
DL 78	83	663	540319	11-05-88
DL 79	83	664	540320	11-06-88
DL 80	83	665	540321	11-06-88
DL 81	83	666	540322	11-05-88
DL 82	83	667	540323	11-06-88
DL 83	83	668	540324	11-06-88
DL 84	83	669	540325	11-06-88
DL 85	83	670	540326	11-06-88
DL 86	83	671	540327	11-06-88
DL 87	83	672	540328	11-06-88
DL 88	83	673	540329	11-06-88
DL 89	83	674	540330	11-06-88
DL 90	83	675	540331	11-06-88
DL 91	83	676	540332	11-06-88
DL 92	83	677	540333	11-05-88
DL 93	83	678	540334	11-06-88
DL 94	83	679	540335	11-05-88
DL 95	83	680	540336	11-06-88

Exhibit A

CLAIM NAME	LINCOLN CO. BOOK	PAGE	BLM WMC NUMBER	LOCATION DATE
DL 96	83	681	540337	11-05-88
DL 97	83	682	540338	11-05-88
DL 98	83	683	540339	11-09-88
DL 120			551783	03-31-89
DL 121			551784	04-05-89

Geographical description of the sections in which the above described claims are situated:

Ferguson (Delamar) Mining District, Lincoln County, Nevada
Sections 23, 24, 25, 26, 35, and 36, Township 5 South,
Range 64 East, MDB&M.
Sections 1 and 2, Township 6 South, Range 64 East, MDB&M.

Exhibit A

CLAIM NAME	LINCOLN CO. BOOK	PAGE	BLM NMC NUMBER	LOCATION DATE
DL 48	83			
DL 49	83	633	540289	11-09-88
DL 50	83	634	540290	11-09-88
DL 51	83	635	540291	11-09-88
DL 52	83	636	540292	11-09-88
DL 53	83	637	540293	11-09-88
DL 54	83	638	540294	11-09-88
DL 55	83	639	540295	11-09-88
DL 56	83	640	540296	11-09-88
DL 57	83	641	540297	11-09-88
DL 58	83	642	540298	11-09-88
DL 59	83	643	540299	11-09-88
DL 60	83	644	540300	11-09-88
DL 61	83	645	540301	11-09-88
DL 62	83	646	540302	11-09-88
DL 63	83	647	540303	11-09-88
DL 64	83	648	540304	11-09-88
DL 65	83	649	540305	11-09-88
DL 66	83	650	540306	11-09-88
DL 67	83	651	540307	11-09-88
DL 68	83	652	540308	11-09-88
DL 69	83	653	540309	11-09-88
DL 70	83	654	540310	11-09-88
DL 71	83	655	540311	11-06-88
DL 72	83	656	540312	11-06-88
DL 73	83	657	540313	11-06-88
DL 74	83	658	540314	11-06-88
DL 75	83	659	540315	11-06-88
DL 76	83	660	540316	11-06-88
DL 77	83	661	540317	11-06-88
DL 78	83	662	540318	11-05-88
DL 79	83	663	540319	11-05-88
DL 80	83	664	540320	11-06-88
DL 81	83	665	540321	11-06-88
DL 82	83	666	540322	11-05-88
DL 83	83	667	540323	11-06-88
DL 84	83	668	540324	11-06-88
DL 85	83	669	540325	11-06-88
DL 86	83	670	540326	11-06-88
DL 87	83	671	540327	11-06-88
DL 88	83	672	540328	11-06-88
DL 89	83	673	540329	11-06-88
DL 90	83	674	540330	11-06-88
DL 91	83	675	540331	11-06-88
DL 92	83	676	540332	11-06-88
DL 93	83	577	540333	11-05-88
DL 94	83	678	540334	11-06-88
DL 95	83	679	540335	11-05-88
		680	540336	11-06-88

Exhibit A

CLAIM NAME	LINCOLN CO. BOOK	PAGE	BLM NMC NUMBER	LOCATION DATE
DL 96	83	681	540337	11-05-88
DL 97	83	682	540338	11-05-88
DL 98	83	683	540339	11-09-88
DL 120			551783	03-31-89
DL 121			551784	04-05-89

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 Sections 1 and 2, Township 6 South, Range 64 East, MDB&M.

No. 91857

FILED AND RECORDED AT REQUEST OF
 Alma American Mining Corp.

July 24, 1989

AT 1 MINUTES PAST 1 O'CLOCK

P.M. IN BOOK 86 OF OFFICIAL

RECORDS, PAGE 221 LINCOLN
 COUNTY, NEVADA.

FRANK C. HULSE

COUNTY RECORDER

By Mara Cordie, Deputy