

Recording Requested by
and Return To:

Charles A. Jeannes, Esq.
Woodburn, Wedge and Jeppson
P.O. Box 2311
Reno, Nevada 89505

QUITCLAIM DEED

THIS INDENTURE, made this 14th day of January, 1991, by and between J. Prochnau & Co., a Nevada corporation, and John Prochnau, an individual ("Grantors"), and Priority Minerals Limited, WFD Limited and WCC Inc., all Delaware corporations ("Grantees").

W I T N E S S E T H:

That Grantors, for good and valuable consideration, receipt of which is hereby acknowledged, do by these presents, remise, release, convey and quitclaim without warranty unto Grantees all of the rights, title and interest now owned and hereafter acquired by Grantors in and to all those certain unpatented and patented mining claims more particularly described in Attachment "A" to this Deed which is incorporated herein.

TOGETHER WITH the tenements, hereditaments and appurtenances thereunto belong or appertaining, and the reversion and reversions, remainder and remainders, rents, issues and profits thereof.

TO HAVE AND TO HOLD the said premises, together with the appurtenances, unto Grantees, and to its successors, heirs and assigns forever.

1. This Quitclaim Deed is being given pursuant to the terms of that "Operating Agreement" dated March 31, 1985, among the parties hereto and that "Assignment of Title in Mining Claims" dated the 31st day of December, 1990, among the parties hereto.

2. This Quitclaim Deed is subject to the royalties due to J. Prochnau & Co. described in the agreements referenced in paragraph 1 above.

WITNESSETH my hand this 14th day of January, 1991.

J. PROCHNAU & CO.

BY *J. Prochnau*
ITS OWNER

JOHN PROCHNAU

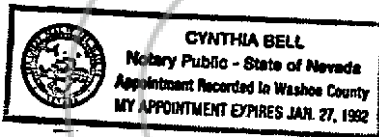
BY *J. Prochnau*

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF NEVADA)
) ss.
COUNTY OF WASHOE)

On the 14th day of January, 1991, before me, the undersigned, a Notary Public in and for said State, personally appeared John Prochnau, known to me to be the owner of J. Prochnau & Co., a Nevada corporation, the person whose name is subscribed to the within instrument and, being authorized so to do, acknowledged that he executed the same on behalf of said corporation.

WITNESS MY HAND AND OFFICIAL SEAL.

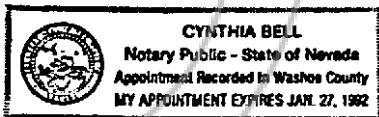


Cynthia Bell
NOTARY PUBLIC

STATE OF NEVADA)
) ss.
COUNTY OF WASHOE)

On this 14th day of January, 1991, before me, the undersigned, a Notary Public in and for said State, personally appeared John Prochnau, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same.

WITNESS MY HAND AND OFFICIAL SEAL.



Cynthia Bell
NOTARY PUBLIC

QUITCLAIM ATTACHMENT "A"

STAKED CLAIMS

NOTE:

For greater clarity and certainty the parties acknowledge that it is their express intention that all mining claims and any other interests held by JPC for the benefit of WX be transferred to WX. The parties further acknowledge that this agreement may not fully describe or may omit reference to certain claims or interest. JPC agrees that if at any time subsequent to the execution of this agreement, WX identified an omission or an error in the schedules and/or attachments hereto following a request by WX, JPC should execute any and all required documents and undertake such acts as are necessary to correct the omission and/or error.

QUITCLAIM ATTACHMENT "A" - "STAKED CLAIMS"

NEVADA

| PROPERTY NAME | COUNTY | CLAIM NAME(S) | CLAIM NUMBER | TOTAL CLAIMS | REGISTRATION NUMBER |
|---------------|---------|---------------|---|--------------|---------------------|
| SANDY | LINCOLN | "SANDY" | 59-84 | (26) | MNC 400837-862 |
| | | | 115-136 | (23) | MNC 400883-904 |
| | | | 223-228 | (6) | MNC 400922-927 |
| | | | 230 | (1) | MNC 479592 |
| | | | 232-237 | (6) | MNC 400928-933 |
| | | | 13-20 | (8) | MNC 479575-582 |
| | | | 22 | (1) | MNC 479581 |
| | | | 24 | (1) | MNC 479584 |
| | | | 26 | (1) | MNC 479585 |
| | | | 220-222 | (3) | MNC 479588-590 |
| | | | 229 | (1) | MNC 479591 |
| 231 | (1) | MNC 479593 | | | |
| THIEP | LINCOLN | "THIEP" | 6, 9, 10, 13, 14, 17, 20, 21, 22, 25, 26, 29, 30, 31, 32, 35, 36, 29, 30, | (22) | MNC 334183-195 |
| | | | 5, 8, 12, 16, 20, 24, 28, 32, 33 | | MNC 526447-455 |
| | | | 3-11 | (11) | MNC 917432-442 |
| | | | | | |
| | | | | | |
| ANDY | LINCOLN | "ANDY" | | | |

No. 095775
 FILED AND RECORDED AT REQUEST OF
Ken Brook
 January 25, 1991
 AT 1 MINUTES TO 1 O'CLOCK
 P.M. OF 94 OF OFFICIAL
 RECORDS 301 LINCOLN
 COUNTY, NEVADA.

YURIKO SETZER
 COUNTY RECORDER
 By Mara Conie, Deputy