

BILL OF SALE

FOR VALUE RECEIVED, the undersigned Vendor hereby sell, assigns and transfers to Pioche Metals Associates Inc, a Nevada Corporation as Vendee, all right, title and interest of the Vendor in and to the following property situate in Lincoln County, Nevada, to wit:

250,000 Tons of mineral tailings located in South Mill Tailing Pond 3, Section 32, Township 1 North, Range 67 East, M.D.B.&M., Lincoln County, Nevada, contained West of the "center line" as shown in Exhibit "A" attached hereto consisting of five (5) pages, which pages describe said "center line", as surveyed of each of the South Mill Tailing Ponds 1 through 5.

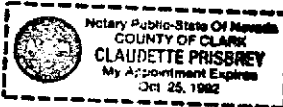
WITNESS the hand and seal of the Vendor this 14th day of June 1990

John Santini
John Santiago a.k.a. John Santini
State of Nevada
County of Clark

On the 14th day of June 1990, before me, the undersigned, a Notary Public in and for the said County and State, personally appeared before me John Santiago, known to me to be the person whose name is subscribed to the above instrument and, being authorized to do so, acknowledged that he executed the same freely and voluntarily and for the uses and purposes therein mentioned.

WITNESS MY HAND AND SEAL.

Claudette Prissbrey
Notary Public



No. 095817
FILED AND RECORDED AT REQUEST OF
Harry Crockett
February 11, 1991
BY YURIKO SETZER CLERK
RECORDED 96 OF OFFICIAL
RECORDS 379 LINCOLN
COUNTY, NEVADA.

YURIKO SETZER
COUNTY RECORDERS
By *Mara Condie* Deputy
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