

**RECORDING REQUESTED BY
and RETURN TO:**
Gold Fields Mining Company
Attention: Land Department
1687 Cole Boulevard
Golden, Colorado 80401-3301

**MEMORANDUM OF
PROSPECTING PERMIT AND OPTION TO PURCHASE AGREEMENT**

THIS MEMORANDUM OF PROSPECTING PERMIT AND OPTION TO PURCHASE AGREEMENT effective as of the 9th day of May, 1991, is filed of record in accordance with the provisions contained in a PROSPECTING PERMIT AND OPTION TO PURCHASE AGREEMENT ("Agreement") of even date herewith, wherein:

SILVER PARK MINING & MILLING, INC., a Nevada corporation with offices at 611 South 10th Street, Las Vegas, Nevada 89101 ("Silver Park")

granted to:

GOLD FIELDS MINING COMPANY, a division of Hanson Natural Resources Company, a Delaware general partnership, whose mailing address is 1687 Cole Boulevard, Golden, Colorado 80401-3301 ("Gold Fields")

an exclusive prospecting permit and option to purchase certain unpatented lode mining claims located in Lincoln County, Nevada, which are more specifically described on Exhibit A, attached hereto and incorporated herein by this reference, together with all rights of ingress and egress, all water rights and mining and extralateral rights appurtenant thereto, and all mine dumps, tailings, fixtures and improvements thereon (collectively, "Property") exclusive of the "SPM Exclusion Area," which is described by metes and bounds in Exhibit B. Silver Park grants the prospecting permit to Gold Fields for the consideration and subject to all of the terms and conditions contained in the Agreement, which terms and conditions include, but are not limited to, the following:

1. **GRANT OF RIGHTS.** Silver Park granted to Gold Fields exclusive use of the Property (excluding the SPM Exclusion Area) for the purpose of conducting prospecting and exploration activities and for all other purposes related to such operations

on the Property and other properties adjacent to or in the vicinity of the Property, subject only to certain assessment and payment obligations to Silver Park.

2. TERM. The term of the Agreement is one (1) year.

3. PAYMENTS. Under the terms of the Agreement, Gold Fields shall pay to Silver Park certain payments in the amounts set forth in the Agreement.

4. STATEMENT OF INTENT. It is the express intention of the parties that Gold Fields shall have no right to conduct any mineral exploration activities within the SPM Exclusion Area. Notwithstanding any provision of the Agreement to the contrary, it is the express intention of the parties that with respect to the SPM Exclusion Area, Gold Fields shall not have any of the rights or liabilities of an "owner", "operator" or "person" as those terms are defined in the Comprehensive Environmental Response, Compensation and Liability Act, 42 U.S.C. §§9601-9657, as amended ("CERCLA"), Resource Conservation and Recovery Act 42 U.S.C. §§6901-6992k, Clean Water Act 33 U.S.C. §§1251 et. seq. and the Nevada Reclamation Act of 1989 §§519A 010-519A 290 or any other federal, state or local law or regulation. Nothing in the Agreement shall be deemed to preclude Gold Fields from qualifying as an "innocent purchaser" under CERCLA and the Agreement shall be deemed to grant Gold Fields all rights necessary to qualify as an innocent purchaser.

5. PURCHASE OPTION. During the term of the Agreement, Gold Fields has the exclusive and irrevocable option to purchase (the "Option") the entire and unencumbered title to the Property and the SPM Exclusion Area, provided that Silver Park meets certain reclamation obligations as set forth in the Agreement. In addition, if Gold Fields exercises the Option, Silver Park has agreed to quitclaim to Gold Fields any and all right, title and interest now owned or hereafter acquired by Silver Park in any real property including, but not limited to, mining claims located in Township 7 North, Range 68 East in Lincoln County, Nevada.

5. ASSIGNMENT. All of the terms and conditions of the Agreement are binding upon and inure to the benefit of Silver Park and Gold Fields and their respective heirs, successors and assigns.

6. INFORMATION REGARDING AGREEMENT. Information regarding the Agreement may be obtained from Gold Fields' office and place of business at 1687 Cole Boulevard, Golden, Colorado 80401-3301.

IN WITNESS WHEREOF, the parties have executed this MEMORANDUM OF PROSPECTING PERMIT AND OPTION TO PURCHASE AGREEMENT effective as of the day and year first above written.

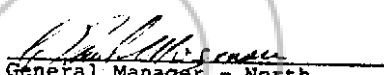
SILVER PARK:

SILVER PARK MINING & MILLING,
INC.

By: 
President

GOLD FIELDS:

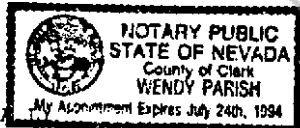
GOLD FIELDS MINING COMPANY,
DIVISION OF HANSON NATURAL
RESOURCES COMPANY

By: 
General Manager - North
American Exploration

SILVER PARK MINING & MILLING, INC.

STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

On May 19th, 1991, personally appeared before me, a notary public, Ely J. Ades, personally known (or proved) to me to be the person whose name is subscribed to the above instrument who acknowledged that he executed the instrument.



(S E

Wendy Parish
Notary Public

My commission expires: 7/24/94

GOLD FIELDS MINING COMPANY

STATE OF COLORADO)
) ss.
COUNTY OF JEFFERSON)

On June 17, 1991, personally appeared before me, a notary public, A. Paul Mogensen, personally known (or proved) to me to be the person whose name is subscribed to the above instrument who acknowledged that he executed the instrument.

A. Paul Mogensen
Notary Public

(S E A L)

My commission expires: 11-2-92

EXHIBIT A
TO
MEMORANDUM OF
PROSPECTING PERMIT AND OPTION TO PURCHASE AGREEMENT
DATED MAY 19, 1991
BETWEEN
SILVER PARK MINING & MILLING, INC. ("SILVER PARK")
AND
GOLD FIELDS MINING COMPANY ("GOLD FIELDS")

The above-referenced Memorandum of Prospecting Permit and Option to Purchase Agreement covers Silver Park's one hundred percent (100%) undivided and unencumbered ownership interest in and to certain unpatented lode mining claims located in Townships 6 and 7 North, Range 68 East, M.D.B. & M., Lincoln County, Nevada and are more specifically described as follows:

Name of Claim	Sec./Twp./Rge.	BLM Serial No.	Certificate of Location and Last Amended Certificate of Location Recorded in Official Records of Lincoln County, Nevada	
			(Original) Book Page	(Amended) Book Page
S.P.M. #1	21/7N/68E	442348	77	394
S.P.M. #2	21/7N/68E	442349	77	395
S.P.M. #3	21/7N/68E	442350	77	396
S.P.M. #4	21/7N/68E	442351	77	397
S.P.M. #5	21/7N/68E	442352	77	398
S.P.M. #6	21/7N/68E	442353	77	399
S.P.M. #7	21/7N/68E	442354	77	400
S.P.M. #8	21/7N/68E	442355	77	401
S.P.M. GAP #1	21/7N/68E			
S.P.M. GAP #2	21/7N/68E			
Freedom	2/6N/68E	35237	68	321
Republic	2/6N/68E	35238	68	322
Constitution	2/6N/68E	35239	68	323
Independence	2/6N/68E	35240	68	324
Democracy	2/6N/68E	35241	68	325
Defence	2/6N/68E	35242	68	326

Together with any and all right, title and interest owned by Lessor in and to any other real property including, but not limited to, mining claims, located in Township 7 North, Range 68 East, M.D.B. & M., Lincoln County, Nevada.



Initialed for Identification

EXHIBIT B
TO
MEMORANDUM OF
PROSPECTING PERMIT AND OPTION TO PURCHASE AGREEMENT
DATED MAY 19, 1991
BETWEEN
SILVER PARK MINING & MILLING, INC. ("SILVER PARK")
AND
GOLD FIELDS MINING COMPANY ("GOLD FIELDS")

SPM EXCLUSION AREA

The SPM Exclusion Area is located in Township 7 North, Range 68 East, M.D.B. & M., more specifically described by metes and bounds as follows:

Beginning at a point which lies South 60°36' West, 7,967.41 feet from USLM 4843, the true point of beginning; thence South 136.36 feet to a point; thence West 240 feet to a point; thence North 53°49' West 63.74 feet to a point; thence North 71°17' East, 307.72 feet to a point, said point also being the true point of beginning.

together with all minerals, mineral rights, rights to surface use, water, water rights, all mine dumps, tailings, improvements, fixtures, and appurtenances in, on or under the SPM Exclusion Area.

Said parcel of land contains 0.56 acres, more or less.

097000
No. A R D T O P
Gold Fields Mining
June 24, 1991
30 3
P 97 OFF
REC 300 LINCOLN
N G
YURIKO SETZER

By *YuriKO Setzer*, Deputy

[Signature]
Initialed for Identification