

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

MEMORANDUM OF  
MINERAL LEASE AND OPTION TO PURCHASE AGREEMENT

THIS MEMORANDUM OF MINERAL LEASE AND OPTION TO PURCHASE AGREEMENT effective as of the 25th day of October, 1991, is filed of record in accordance with the provisions contained in a MINERAL LEASE AND OPTION TO PURCHASE AGREEMENT ("Agreement") of even date herewith, wherein:

DONALD L. MERRICK DOING BUSINESS AS NEVADA RESOURCE ASSOCIATES whose mailing address is P. O. Box 21542, Salt Lake City, Utah 84121 ("Lessor")

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 ("Lessee")

an exclusive lease and option to purchase certain unpatented 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 and mining and extralateral rights appurtenant thereto, and all mine dumps, tailings, fixtures and improvements thereon (collectively, "Property"). The Property is leased by Lessor to Lessee 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. Lessor granted to Lessee an exclusive lease of the Property, including all ores, metals, minerals, tailings, concentrates, and mineral products ("Minerals") and all water rights appurtenant to the Property, together with the exclusive right to enter upon, possess and use the Property for exploration, development, mining, extraction, and processing of

all Minerals and for all other purposes related to such operations on other properties adjacent to or in the vicinity of the Property, subject only to certain payment obligations to Lessor.

2. TERM. The term of the Agreement is twenty-one (21) years, to be extended so long thereafter as Lessee is making the minimum advance royalty payments ("Minimum Payments") set forth in the Agreement.

3. MINIMUM PAYMENTS AND PRODUCTION ROYALTY.

A. Under the terms of the Agreement, Lessee shall pay to Lessor Minimum Payments in the amounts set forth in the Agreement.

B. Under the terms of the Agreement, Lessor is entitled to receive a Production Royalty on any Minerals produced from the Property and credited to Lessee.

4. PURCHASE OPTION. During the term of the Agreement, Lessee has the exclusive and irrevocable option to purchase the entire and unencumbered title to the Property, upon payment of a price set forth in the Agreement.

5. ASSIGNMENT. All of the terms and conditions of the Agreement are binding upon and inure to the benefit of Lessor and Lessee and their respective heirs, successors and assigns.

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

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

LESSOR:

LESSEE:

GOLD FIELDS MINING COMPANY,  
DIVISION OF HANSON NATURAL  
RESOURCES COMPANY

Donald L. Merrick  
Donald L. Merrick doing  
business as Nevada Resource  
Associates

By: General Manager  
General Manager -  
North American Exploration

DONALD L. MERRICK DOING BUSINESS AS NEVADA RESOURCE ASSOCIATES

STATE OF Nevada )  
COUNTY OF Lake County ) ss.

On October 28, 1991, personally appeared before me, a notary public, Donald L. Merrick doing business as Nevada Resource Associates, 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.



[Signature]  
Notary Public

My commission expires: 11-2-92

(S E A L)

GOLD FIELDS MINING COMPANY, A DIVISION OF HANSON NATURAL RESOURCES COMPANY

STATE OF COLORADO )  
COUNTY OF JEFFERSON ) ss.

On November 1, 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.

[Signature]  
Notary Public

My commission expires: 11-2-92

(S E A L)

EXHIBIT A  
 TO  
 MEMORANDUM OF MINERAL LEASE AND OPTION TO PURCHASE AGREEMENT  
 DATED OCTOBER 25, 1961  
 BY AND BETWEEN  
 DONALD L. MERRICK DOING BUSINESS AS  
 NEVADA RESOURCE ASSOCIATES ("LESSOR")  
 AND  
 GOLD FIELDS MINING COMPANY ("LESSEE")

The above-referenced Memorandum of Mineral Lease and Option to Purchase Agreement covers Lessor's interest in certain unpatented lode mining claims and an Area of Interest located in Lincoln County, Nevada and are more fully named and described as follows:

UNPATENTED MINING CLAIMS

Certificate of Location  
 and Last Amended  
 Certificate of Location  
 Recorded in the  
 Official Records of  
 Lincoln County, Nevada

Claim Name	Sec./Twp./Rge.	BLM Serial No.	Book	Page
IRM #1	14/1N/65E	617893	94	208
IRM #2	14 & 23/1N/65E	617894	94	209
IRM #3	13/1N/65E	617895	94	210
IRM #4	13 & 24/1N/65E	617896	94	211
IRM #5	13/1N/65E	617897	94	212
IRM #6	13 & 24/1N/65E	617898	94	213
IRM #7	13/1N/65E	617899	94	214
IRM #8	13 & 24/1N/65E	617900	94	215
IRM #9	13/1N/65E	617901	94	216
IRM #10	13 & 24/1N/65E	617902	94	217
IRM #11	13/1N/65E	617903	94	218
IRM #12	13 & 24/1N/65E	617904	94	219
IRM #13	13/1N/65E	617905	94	220
IRM #14	13 & 24/1N/65E	617906	94	221
IRM #15	13/1N/65E	617907	94	222
IRM #16	13 & 24/1N/65E	617908	94	223
IRM #17	13/1N/65E	617909	94	224
IRM #18	13 & 24/1N/65E	617910	94	225
IRM #19	13/1N/65E	617911	94	226
IRM #20	13 & 24/1N/65E	617912	94	227
IRM #21	13/1N/65E	617913	94	228
	18/1N/66E			
IRM #22	13 & 24/1N/65E	617914	94	229
	18/1N/66E			

*D. Merrick*  
 Initialled for Identification

Lincoln County

Certificate of Location and  
Last Amended Certificate of  
Location Recorded in  
Official Records of  
Lincoln County, Nevada  
(Original) (Amended)

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) (Amended)	
			Book Page	Book Page
IRM #23	23/1N/65E	617915	94	230
IRM #24	23/1N/65E	617916	94	231
IRM #25	24/1N/65E	617917	94	232
IRM #26	24/1N/65E	617918	94	233
IRM #27	24/1N/65E	617919	94	234
IRM #28	24/1N/65E	617920	94	235
IRM #29	24/1N/65E	617921	94	236
IRM #30	24/1N/65E	617922	94	237
IRM #31	24/1N/65E	617923	94	238
IRM #32	24/1N/65E	617924	94	239
IRM #33	24/1N/65E	617925	94	240
IRM #34	24/1N/65E	617926	94	241
IRM #35	24/1N/65E	617927	94	242
IRM #36	24/1N/65E	617928	94	243
IRM #37	24/1N/65E	617929	94	244
IRM #38	24/1N/65E	617930	94	245
IRM #39	24/1N/65E	617931	94	246
IRM #40	24/1N/65E	617932	94	247
IRM #41	24/1N/65E	617933	94	248
IRM #42	24/1N/65E	617934	94	249
IRM #43	24/1N/65E	617935	94	250
IRM #44	19/1N/66E			
	24/1N/65E	617936	94	251
IRM #45	19/1N/66E			
	23/1N/65E	617937	94	252
IRM #46	23 & 26/1N/65E	617938	94	253
IRM #47	24/1N/65E	617939	94	254
IRM #48	24 & 25/1N/65E	617940	94	255
IRM #49	24/1N/65E	617941	94	256
IRM #50	24 & 25/1N/65E	617942	94	257
IRM #51	24/1N/65E	617943	94	258
IRM #52	24 & 25/1N/65E	617944	94	259
IRM #53	24/1N/65E	617945	94	260
IRM #54	24 & 25/1N/65E	617946	94	261
IRM #56	24 & 25/1N/65E	617947	94	262
IRM #57	24/1N/65E	617948	94	263
IRM #58	24 & 25/1N/65E	617949	94	264
IRM #59	24/1N/65E	617950	94	265
IRM #60	24 & 25/1N/65E	617951	94	266
IRM #61	24/1N/65E	617952	94	267
IRM #62	24 & 25/1N/65E	617953	94	268
IRM #63	24/1N/65E	617954	94	269
IRM #64	24 & 25/1N/65E	617955	94	270
IRM #65	24/1N/65E	617956	94	271

*Ed. Alcorn to GPM*  
Initialed for Identification

Lincoln County

Certificate of Location and  
Last Amended Certificate of  
Location Recorded in  
Official Records of  
Lincoln County, Nevada  
(Original) (Amended)  
Book Page Book Page

Name of Claim	Sec./Twp./Rge.	BLM		
		Serial No.	Book	Page
IRM #66	19/1N/66E	617957	94	272
	24 & 25/1N/65E			
	19 & 30/1N/66E			

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AND RECORDS AT THE OFFICE OF  
Gold Field Mining Co.  
 Nov. 15, 1991  
 A L 1 CB  
 P 99  
 325

Y, NEVADA  
*Harold A. Setzer*  
 RECEIVED

*AM Bennett*  
 Initialed for Identification