

AFTER RECORDING, PLEASE RETURN TO:

Myra T. Bailey
Great Basin Exploration & Mining Co., Inc.
3400 Kauai, Suite 208
Reno, NV 89509

**MEMORANDUM OF MINERAL LEASE AND SUBLEASE AGREEMENT
AND OPTION TO PURCHASE**

NOTICE IS HEREBY GIVEN that DESERT VENTURES, INC., a Nevada corporation ("Lessor"), whose address is 70 Linden, #204, Reno, Nevada 89502 and GREA. BASIN EXPLORATION & MINING CO., INC., a Nevada corporation, whose address is 3400 Kauai Court, Suite 208, Reno, Nevada 89509 ("GBEM"), have entered into a MINERAL LEASE AND SUBLEASE AGREEMENT AND OPTION TO PURCHASE ("Agreement") effective as of the 20 day of May, 1992, with respect to the real property described in Exhibit A attached hereto and incorporated herein, which real property is referred to in the Agreement and hereinafter as the "Premises."

Lessor holds certain of the mining claims included in the Premises under a Mining Lease and Option to Purchase dated January 1, 1992, between Lessor, and C&C Mining & Land Company (referred to as the "C&C Agreement"). The C&C Agreement is applicable to those claims identified on Exhibit A as the "C&C Claims."

Under the terms of the Agreement, Lessor has granted, demised, leased and let the Premises exclusively unto GBEM, its successors and assigns, including all mineral rights and water rights, for the purposes of exploration, development and mining of ores, minerals and materials contained in, on or beneath the Premises. Lessor has also granted to GBEM an exclusive option to purchase the C&C Agreement and/or the Premises at any time while the Agreement is in effect.

The term of the Agreement is for a term of 20 years from the effective date hereof, unless sooner terminated as provided in the Agreement.

If Lessor or its successors or assigns down the line desire to sell, grant, assign, encumber, pledge or otherwise commit or dispose of all or any part of their interest in the Agreement, in the C&C Agreement, or in the Premises, GBEM has a preemptive right to acquire such interest as provided in the Agreement, subject to certain exceptions as set forth in the Agreement. Any such transfer of interest must be made expressly subject to the Agreement and must require the transferee to agree in writing to assume all of the obligations of the transferring party as they relate to the interest transferred.

The Agreement is incorporated herein by this reference and made a part hereof. Copies of the Agreement are in the possession of the parties at the addresses shown in the first paragraph of this document. The execution and recording of this document shall not limit, increase or in any manner affect any of the terms of the Agreement, or the rights, interests or obligations of the parties thereto.

IN WITNESS WHEREOF, this MEMORANDUM OF MINERAL LEASE AND SUBLEASE AGREEMENT AND OPTION TO PURCHASE has been executed effective as of the 11 day of December, 1992.

DESERT VENTURES, INC., a Nevada corporation

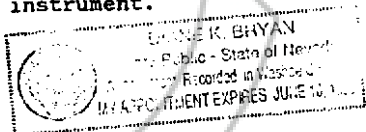
By Ken Brook

GREAT BASIN EXPLORATION & MINING CO., INC., a Nevada corporation

By A. P. Taylor
A. P. Taylor, President

STATE OF NEVADA)
):ss
COUNTY OF WASHOE)

On this 11th day of December, 1992, personally appeared before me, a notary public, Ken Brook the President of DESERT VENTURES, INC., a Nevada corporation, who acknowledged that he executed the above instrument.

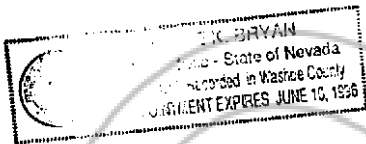


Dane K. Bryan
NOTARY PUBLIC

Lincoln County

STATE OF NEVADA)
 : ss.
COUNTY OF WASHOE)

On this 11th day of December, 1992, personally appeared before me, a notary public, A.P. TAYLOR, the President of GREAT BASIN EXPLORATION & MINING CO., INC., a Nevada corporation, who acknowledged that he executed the above instrument.



Alex H. Bryan
NOTARY PUBLIC

Lincoln County

EXHIBIT A

to
 Memorandum to Mineral Lease and Sublease Agreement
 and Option to Purchase between
 Desert Ventures, Inc.
 and
 Great Basin Exploration & Mining Co., Inc.,
 dated MAY 20, 1992.

Description of Premises

C&C Claims

The following-described unpatented lode mining claims located in Lincoln County, Nevada, Sections 13, 14, 23, 24, 25 and 26, T5N, R63E, MDBM, all of which are subject to the Mineral Lease Agreement and Option to Purchase dated January 1, 1992, with C&C Mining & Land Company, viz:

<u>Claim Name</u>	<u>Recorded Book and Page*</u>	<u>BLM Serial No.</u>
Silver King No. 1	Book X1, page 375	NMC 95272
Silver King No. 2	Book X1, page 377	NMC 95273
Silver King No. 3	Book X1, page 377	NMC 95274
Silver King No. 4	Book X1, page 378	NMC 95275
Silver King No. 5	Book X1, Page 378 & 379	NMC 95276
Silver King No. 6	Book X1, page 176	NMC 95277
Silver King No. 7	Book X1, page 177	NMC 95278
Silver King No. 8	Book X1, page 177 & 178	NMC 95279
Silver King No. 9	Book X1, page 178	NMC 95280
Silver King No. 10	Book Z1, page 71	NMC 95281
Silver King No. 11	Book Z1, page 71	NMC 95282
Silver King No. 12	Book Z1, page 72	NMC 95283
Silver King No. 13	Book Z1, page 72	NMC 95284
Silver King No. 14	Book Z1, page 73	NMC 95285
Silver King No. 15	Book Z1, page 73	NMC 95286
Silver King No. 16	Book Z1, page 74	NMC 95287
Silver King No. 17	Book Z1, page 74	NMC 95288
Silver King No. 18	Book Z1, page 75	NMC 95289
Silver King No. 19	Book Z1, page 75	NMC 95290
Silver King No. 20	Book Z1, page 76	NMC 95291
Silver King No. 21	Book Z1, page 76	NMC 95292
Silver King No. 22	Book Z1, page 77	NMC 95293
Silver King No. 23	Book Z1, page 77	NMC 95294
Silver King No. 24	Book Z1, page 78	NMC 95295
Silver King No. 25	Book Z1, page 78	NMC 95296
Silver King No. 26	Book Z1, page 79	NMC 95297
Silver King No. 27	Book Z1, page 79	NMC 95298

Lincoln County

<u>Claim Name</u>	<u>Recorded Book and Page*</u>	<u>BLM Serial No.</u>
Silver King No. 28	Book Z1, page 80	NMC 95299
Silver King No. 29	Book Z1, page 80	NMC 95300
Silver King No. 30	Book Z1, page 81	NMC 95301
Silver King No. 31	Book Z1, page 81	NMC 95302
Silver King No. 32	Book Z1, page 82	NMC 95303
Silver King No. 33	Book Z1, page 82	NMC 95304
Silver King No. 34	Book Z1, page 83	NMC 95305
Silver King No. 35	Book Z1, page 83	NMC 95306
Silver King No. 36	Book Z1, page 84	NMC 95307
Silver King No. 37	Book Z1, page 84	NMC 95308
Silver King No. 38	Book Z1, page 85	NMC 95309
Silver King No. 39	Book Z1, page 85	NMC 95310
Silver King No. 40	Book Z1, page 86	NMC 95311
Silver King No. 41	Book Z1, page 86	NMC 95312
Silver King No. 42	Book Z1, page 87	NMC 95313
Silver King No. 43	Book Z1, page 87	NMC 95314
Silver King No. 44	Book Z1, page 88	NMC 95315
Silver King No. 45	Book Z1, page 88	NMC 95316
Silver King No. 46	Book Z1, page 89	NMC 95317
Silver King No. 47	Book Z1, page 89	NMC 95318
Silver King No. 48	Book Z1, page 90	NMC 95319
Silver King No. 49	Book Z1, page 90	NMC 95320
Silver King No. 50	Book Z1, page 91	NMC 95321
Stagecoach No. 1	Book Z1, page 70	NMC 95322
Stagecoach No. 2	Book Z1, page 70	NMC 95323

* As recorded in the records of Lincoln County, Nevada.

New Claims

The following claims are located in Sections 9, 10, 11, 14, 15, 16, 21, 27, 28, 32, 33 and 34 of T5N, R63E; and Sections 2, 3, 4 and 5 of T4N, R63E, MDB&M, Lincoln County, Nevada:

<u>Claim Name</u>	<u>Recorded Book and Page</u>	<u>BLM Serial No.</u>
Cross 1	102 236	655938
Cross 2	102 237	655939
Cross 3	102 238	655940
Cross 4	102 239	655941
Cross 5	102 240	655942
Cross 6	102 241	655943
Cross 7	102 242	655944
Cross 8	102 243	655945
Cross 9	102 244	655946
Cross 10	102 245	655947
Cross 11	102 246	655948

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<u>Claim Name</u>	<u>Recorded Book and Page</u>		<u>BLM Serial No.</u>
Cross 12	102	247	655949
Cross 13	102	248	655950
Cross 14	102	249	655951
Cross 15	102	250	655952
Cross 16	102	251	655953
Cross 17	102	252	655954
Cross 18	102	253	655955
Cross 19	102	254	655956
Cross 20	102	255	655957
Cross 21	102	256	655958
Cross 22	102	257	655959
Cross 23	102	258	655960
Cross 24	102	259	655961
Cross 25	102	260	655962
Cross 26	102	261	655963
Cross 27	102	262	655964
Cross 28	102	263	655965
Cross 29	102	264	655966
Cross 30	102	265	655967
Cross 31	102	266	655968
Cross 32	102	267	655969
Cross 33	102	268	655970
Cross 34	102	269	655971
Cross 35	102	270	655972
Cross 36	102	271	655973
Cross 37	102	272	655974
Cross 38	102	273	655975
Cross 39	102	274	655976
Cross 40	102	275	655977
Cross 41	102	276	655978
Cross 42	102	277	655979
Cross 43	102	278	655980
Cross 44	102	279	655981
Cross 45	102	280	655982
Cross 46	102	281	655983
Cross 47	102	282	655984
Cross 48	102	283	655985
Cross 49	102	284	655986
Cross 50	102	285	655987
Cross 51	102	286	655988
Cross 52	102	287	655989
Cross 53	102	288	655990
Cross 54	102	289	655991
Cross 55	102	290	655992
Cross 56	102	291	655993
Cross 57	102	292	655994
Cross 58	102	293	655995
Cross 59	102	294	655996
Cross 60	102	295	655997
Cross 61	102	296	655998
Cross 62	102	297	655999

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<u>Claim Name</u>	<u>Recorded Book and Page</u>		<u>BLM Serial No.</u>
Cross 63	102	298	656000
Cross 64	102	299	656001
Cross 65	102	300	656002
Cross 66	102	301	656003
Cross 67	102	302	656004
Cross 68	102	303	656005
Cross 69	102	304	656006
Cross 70	102	305	656007
Cross 71	102	306	656008
Cross 72	102	307	656009
Cross 73	102	308	656010
Cross 74	102	309	656011
Cross 75	102	310	656012
Cross 76	102	311	656013
Cross 77	102	312	656014
Cross 78	102	313	656015
Cross 79	102	314	656016
Cross 80	102	315	656017
Cross 81	102	316	656018
Cross 82	102	317	656019
Cross 83	102	318	656020
Cross 84	102	319	656021
Cross 85	102	320	656022
Cross 86	102	321	656023
Cross 87	102	322	656024
Cross 88	102	323	656025
Cross 89	102	324	656026
Cross 90	102	325	656027
Cross 91	102	326	656028
Cross 92	102	327	656029
Cross 93	102	328	656030
Cross 94	102	329	656031
Cross 95	102	330	656032
Cross 96	102	331	656033
Cross 97	102	332	656034
Cross 98	102	333	656035
Cross 99	102	334	656036
Cross 100	102	335	656037
Cross 101	102	336	656038
Cross 102	102	337	656039
Cross 103	102	338	656040
Cross 104	102	339	656041
Cross 105	102	340	656042
Cross 106	102	341	656043
Cross 107	102	342	656044
Cross 108	102	343	656045
Cross 109	102	344	656046
Cross 110	102	345	656047
Cross 111	102	346	656048
Cross 112	102	422	656049
Cross 113	102	347	656050

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<u>Claim Name</u>	<u>Recorded Book and Page</u>		<u>BLM Serial No.</u>
Cross 114	102	348	656051
Cross 115	102	349	656052
Cross 116	102	350	656053
Cross 117	102	351	656054
Cross 118	102	352	656055
Cross 119	102	353	656056
Cross 120	102	354	656057
Cross 121	102	355	656058
Cross 122	102	356	656059
Cross 123	102	357	656060
Cross 124	102	358	656061
Cross 125	102	359	656062
Cross 126	102	360	656063
Cross 127	102	361	656064
Cross 128	102	362	656065
Cross 129	102	363	656066
Cross 130	102	364	656067
Cross 131	102	365	656068
Cross 132	102	366	656069
Cross 133	102	367	656070
Cross 134	102	368	656071
Cross 135	102	369	656072
KS 1	102	41	654663
KS 2	102	42	654664
KS 3	102	43	654665
KS 4	102	44	654666
KS 5	102	45	654667
KS 6	102	46	654668
KS 7	102	47	654669
KS 8	102	48	654670
KS 9	102	49	654671
KS 10	102	50	654672
KS 11	102	51	654673
KS 12	102	52	654674
KS 13	102	53	654675
KS 14	102	54	654676
KS 15	102	55	654677
KS 16	102	56	654678
KS 17	102	57	654679
KS 18	102	58	654680
KS 19	102	59	654681
KS 20	102	60	654682
KS 21	102	61	654683
KS 22	102	62	654684
KS 23	102	63	654685
KS 24	102	64	654686
KS 25	102	65	654687
KS 26	102	66	654688
KS 27	102	67	654689
KS 28	102	68	654690

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<u>Claim Name</u>	<u>Recorded Book and Page</u>		<u>BLM Serial No.</u>
KS 29	102	69	654691
KS 30	102	70	654692
KS 31	102	71	654693
KS 32	102	72	654694
KS 33	102	73	654695
KS 34	102	74	654696
KS 35	102	75	654697
KS 36	102	76	654698
KS 37	102	77	654699
KS 38	102	78	654700
KS 39	102	79	654701
KS 40	102	80	654702
KS 41	102	81	654703
KS 42	102	82	654704
KS 43	102	83	654705
KS 44	102	84	654706
KS 45	102	85	654707
KS 46	102	86	654708
KS 47	102	87	654709
KS 48	102	88	654710
KS 49	102	89	654711
KS 50	102	90	654712
KS 51	102	91	654713
KS 52	102	92	654714
KS 53	102	93	654715
KS 54	102	94	654716
KS 55	102	95	654717
KS 56	102	96	654718
KS 57	102	97	654719
KS 58	102	98	654720
KS 59	102	99	654721
KS 60	102	100	654722
KS 61	102	101	654723
KS 62	102	102	654724
KS 63	102	103	654725
KS 64	102	104	654726
KS 65	102	105	654727
KS 66	102	106	654728
KS 67	102	107	654729
KS 68	102	108	654730
KS 69	102	109	654731
KS 70	102	110	654732
KS 71	102	111	654733
KS 72	102	112	654734
KS 73	102	113	654735
KS 74	102	114	654736
KS 75	102	115	654737
KS 76	102	116	654738
KS 77	102	117	654739
KS 78	102	118	654740
KS 79	102	119	654741

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<u>Claim Name</u>	<u>Recorded Book and Page</u>		<u>BLM Serial No.</u>
KS 80	102	120	654742
KS 81	102	121	654743
KS 83	102	122	654744
KS 85	102	123	654745
KS 87	102	124	654746
KS 89	102	125	654747
KS 91	102	126	654748
KS 93	102	127	654749
KS 95	102	128	654750
KS 97	102	129	654751
KS 99	102	130	654752
KS 101	102	131	654753
KS 103	102	132	654754
KS 105	102	133	654755
KS 107	102	134	654756
KS 109	102	135	654757
KS 111	102	136	654758
KS 112	102	137	654759
KS 114	102	138	654760
KS 117	102	139	654761
KS 119	102	140	654762
KS 121	102	141	654763
KS 123	102	142	654764
KS 236	102	143	654765
KS 237	102	144	654766
KS 239	102	145	654767
KS 240	102	146	654768
KS 241	102	147	654769
KS 242	102	148	654770
KS 243	102	149	654771
KS 247	102	150	654772
KS 254	102	151	654773
KS 255	102	152	654774
KS 256	102	153	654775
KS 258	102	154	654776
KS 260	102	155	654777
KS 261	102	156	654778
KS 262	102	157	654779
KS 263	102	158	654780
KS 264	102	159	654781
KS 265	102	160	654782
KS 266	102	161	654783
KS 267	102	162	654784
KS 268	102	163	654785
KS 269	102	164	654786
KS 270	102	165	654787
KS 271	102	166	654788
KS 272	102	167	654789
KS 273	102	168	654790
KS 274	102	169	654791

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<u>Claim Name</u>	<u>Recorded Book and Page</u>		<u>BLM Serial No.</u>
KS 275	102	170	654792
KS 276	102	171	654793
KS 277	102	172	654794
KS 278	102	173	654795
KS 279	102	174	654796
KS 280	102	175	654797
KS 281	102	176	654798
KS 282	102	177	654799
KS 283	102	178	654800
KS 284	102	179	654801
KS 285	102	180	654802
KS 286	102	181	654803
KS 287	102	182	654804
KS 288	102	183	654805
KS 289	102	184	654806
KS 290	102	185	654807
KS 291	102	186	654808
KS 292	102	187	654809
KS 293	102	188	654810
KS 294	102	189	654811
KS 295	102	190	654812
KS 296	102	191	654813
KS 297	102	192	654814
KS 298	102	193	654815
KS 299	102	194	654816
KS 324	102	195	654817
KS 325	102	196	654818
KS 326	102	197	654819
KS 327	102	198	654820
KS 328	102	199	654821
KS 329	102	200	654822
KS 330	102	201	654823
KS 331	102	202	654824
KS 332	102	203	654825
KS 333	102	204	654826
KS 334	102	205	654827
KS 335	102	206	654828
KS 336	102	207	654829
KS 337	102	208	654830
KS 338	102	209	654831
KS 339	102	210	654832
KS 340	102	211	654833
KS 341	102	212	654834
KS 342	102	213	654835
KS 343	102	214	654836
KS 344	102	215	654837
KS 345	102	216	654838
KS 346	102	217	654839
KS 347	102	218	654840
KS 348	102	219	654841

Lincoln County

<u>Claim Name</u>	<u>Recorded Book and Page</u>		<u>BLM Serial No.</u>
KS 349	102	220	654842
KS 350	102	221	654843
KS 351	102	222	654844
KS 352	102	223	654845
KS 353	102	224	654846
KS 354	102	225	654847
KS 355	102	226	654848
KS 356	102	227	654849
KS 357	102	228	654850
KS 358	102	229	654851
KS 359	102	230	654852
KS 360	102	231	654853
KS 362	102	232	654854

100034

FILED AND RECORDED AT THE OFFICE OF
Great Basin Exploration

March 1, 1993

10:01 MINUTES PAST 1 O'CLOCK

P.M. THIS DAY 105 OF OFFICE

RECORDED IN BOOK 127 LINCOLN

COUNTY, NEVADA.

Yuriko Setzer

By Lubin Bouchal, Deputy