



Recorded at Request of
And return to:

Richard W. Harris, Esq.
Harris & Thompson
6121 Lakeside Drive, Suite 260
Reno, Nevada 89511

The undersigned hereby affirms that there are no
social security numbers contained in this document.

CO-OWNERSHIP AGREEMENT AND SPECIAL POWER OF ATTORNEY

THIS CO-OWNERSHIP AGREEMENT AND SPECIAL POWER OF
ATTORNEY (the "Agreement") is made this 5th day of August, 2011 by and among
ROBERT W. COLE and LORAIN T. COLE, husband and wife; THE 1989 COLE
FAMILY TRUST; and GOODSPRINGS EXPLORATION LLC, a Nevada limited
liability company.

RECITALS

A. Robert W. Cole, Wayne Cole, and Goodsprings Exploration LLC are the
owners of record of the SK 2, 4, 6, 8, 16, 15 (sic), 29, 31, 33, and 35 unpatented lode
mining claims situated in Lincoln County, Nevada. The claims were located on
December 20, 2003 and filed with the Nevada Bureau of Land Management on March 8,
2004, receiving federal serial numbers NMC 863127-863136.

B. Wayne Cole and Goodsprings Exploration LLC are the owners of record of
the SK 1, 3, 5, 7, 9-10, 37, 39, and 41 unpatented lode mining claims situated in Lincoln
County, Nevada. The claims were located on September 7, 2006 and filed with the



Nevada Bureau of Land Management on October 18, 2006, receiving federal serial numbers NMC 936891-936896, 936913, 963915, and 936917, respectively.

C. The unpatented lode mining claims described in Recitals A through B above shall be referred to collectively as the "Claims."

D. At the time that Wayne Cole, also known as James W. Cole, located or acquired his interest in the Claims, he was Co-Trustee of The 1989 Cole Family Trust which required, among other things, that "all of the property of every nature whatsoever belonging to the Trustors, whether real or personal or tangible or intangible" be held by the Trust. It was the intention of the Trustors that Wayne Cole's interest in the Claims be held by the Trust and for benefit of the Trust. James W. Cole died on November 22, 2008, and Maria A. Cole and Robert W. Cole are the Co-Trustees of The 1989 Cole Family Trust in accordance with its terms.

E. The parties now wish to set forth the division of ownership interests among themselves with respect to the Claims.

THEREFORE, the parties have agreed as follows:

1. Division of Ownership. The parties hereby agree that they hold the following undivided ownership interests in the Claims:

| <u>Owner and Address</u> | <u>Fractional Ownership Interest</u> |
|---|--------------------------------------|
| Robert W. Cole and Loraine T. Cole 3 Greycrest Place The Woodlands, Texas 77382 | 1/3 |



The 1989 Cole Family Trust,
Maria A. Cole and Robert W. Cole,
Co-Trustees
628 Northridge Dr.
Boulder City, Nevada 89005

1/3

Goodsprings Exploration LLC,
a Nevada limited liability company
2305 Pleasure Drive
Reno, Nevada 89509

1/3

2. Special Power of Attorney. Robert W. Cole; Loraine T. Cole; Maria A. Cole and Robert W. Cole, Co-Trustees of The 1989 Cole Trust Agreement; and Goodsprings Exploration LLC, hereby appoint Doyle Kenneth Brook, Jr. to act as their attorney-in-fact with authority to execute any deed, lease, or other conveyance or instrument relating to the Claims.

3. Binding Effect. This Agreement shall inure to the benefit of and be binding upon the parties hereto, their respective heirs, executors, administrators, successors, and assigns.

4. Entire Agreement. This Agreement constitutes the entire agreement between the parties thereto. Any amendment of this Agreement must be in writing and signed by the parties.

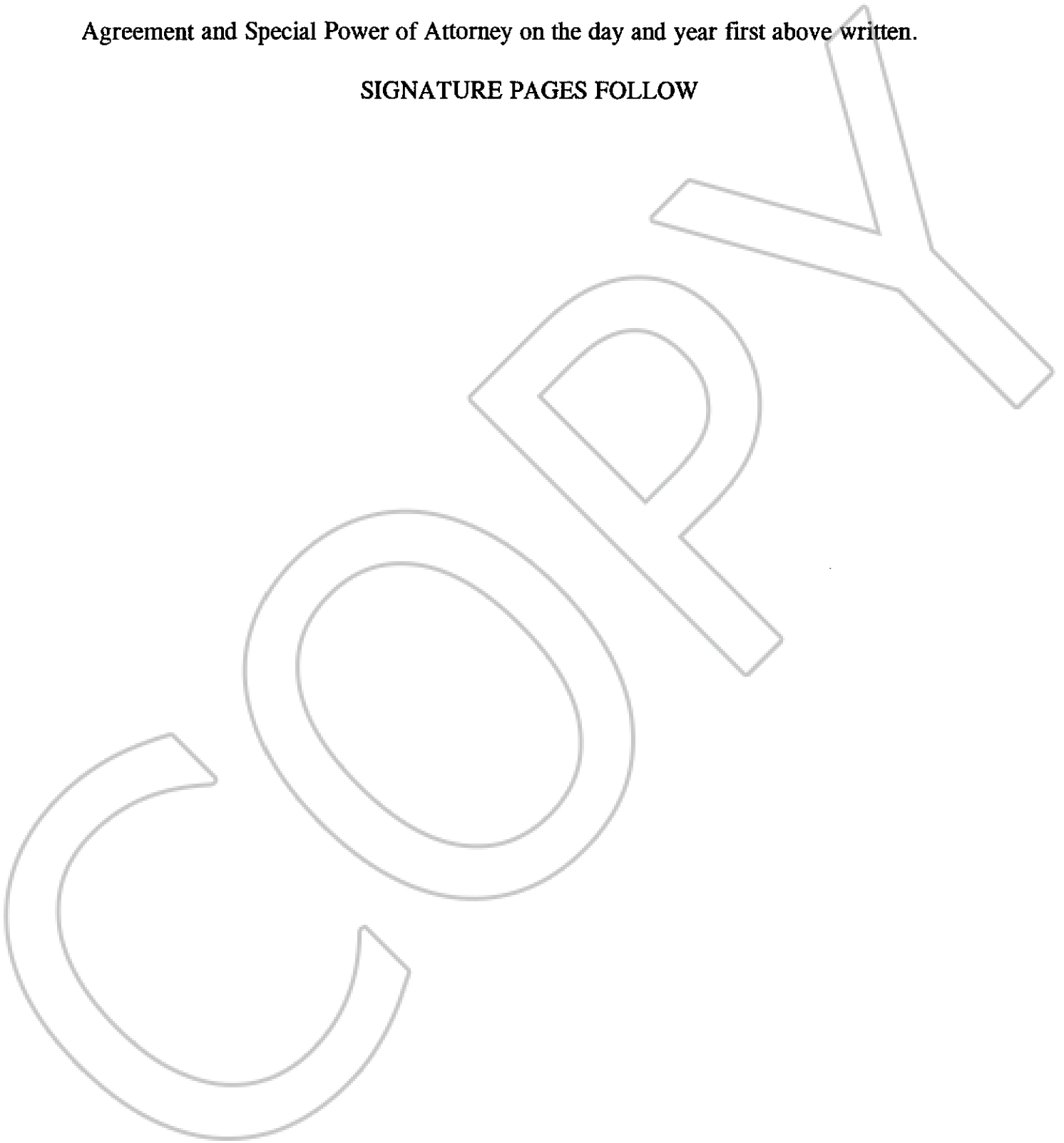
5. Applicable Law. The terms and provisions of this Agreement shall be interpreted in accordance with the laws of the State of Nevada.

6. Counterparts. This Co-Ownership Agreement and Special Power of Attorney may be executed in counterparts, and the separate signature pages shall be considered part of one document.



IN WITNESS WHEREOF, the parties have executed this Co-Ownership Agreement and Special Power of Attorney on the day and year first above written.

SIGNATURE PAGES FOLLOW



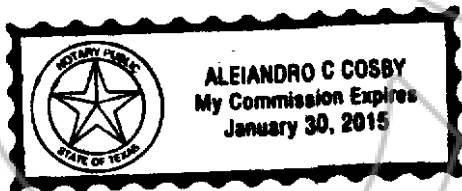


SIGNATURE PAGE
to
CO-OWNERSHIP AGREEMENT
AND
SPECIAL POWER OF ATTORNEY

ROBERT W. COLE

STATE OF TEXAS)
)ss
COUNTY OF Montgomery)

On this 3rd day of AUGUST, 2011, before me a Notary Public in and for said County and State, personally appeared ROBERT W. COLE, personally known (or proved) to me to be the person who executed the above CO-OWNERSHIP AGREEMENT AND SPECIAL POWER OF ATTORNEY, and acknowledged to me that he executed the same in his authorized capacity and for the purposes stated therein.


NOTARY PUBLIC



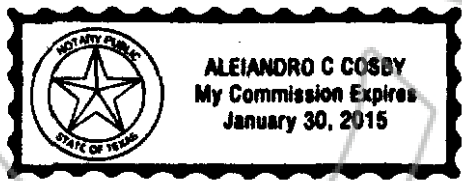
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Lorraine T. Cole

LORAINNE T. COLE

STATE OF TEXAS)
)ss
COUNTY OF Montgomery)

On this 3rd day of August, 2011, before me a Notary Public in and for said County and State, personally appeared LORAINNE T. COLE, personally known (or proved) to me to be the person who executed the above CO-OWNERSHIP AGREEMENT AND SPECIAL POWER OF ATTORNEY, and acknowledged to me that she executed the same in her authorized capacity and for the purposes stated therein.



Alejandro C Cosby

NOTARY PUBLIC



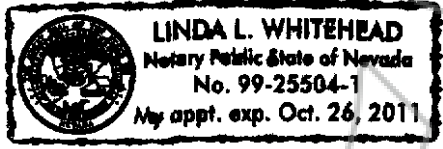
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THE 1989 COLE FAMILY TRUST

By: Maria A. Cole
MARIA A. COLE, Co-Trustee

STATE OF NEVADA)
)ss
COUNTY OF CLARK)

On this 5th day of AUGUST, 2011, before me a Notary Public in and for said County and State, personally appeared MARIA A. COLE, Co-Trustee of THE 1989 COLE FAMILY TRUST, personally known (or proved) to me to be the person who executed the above CO-OWNERSHIP AGREEMENT AND SPECIAL POWER OF ATTORNEY, and acknowledged to me that she executed the same in her authorized capacity and for the purposes stated therein.



Linda L. Whitehead
NOTARY PUBLIC



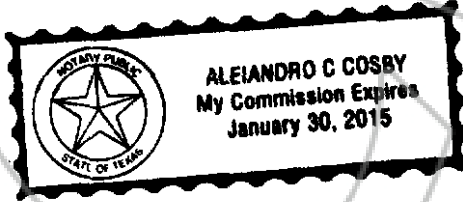
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THE 1989 COLE FAMILY TRUST

By: 
ROBERT W. COLE, Co-Trustee

STATE OF TEXAS)
)ss
COUNTY OF Montgomery)

On this 3rd day of August, 2011, before me a Notary Public in and for said County and State, personally appeared ROBERT W. COLE, Co-Trustee of THE 1989 COLE FAMILY TRUST, personally known (or proved) to me to be the person who executed the above CO-OWNERSHIP AGREEMENT AND SPECIAL POWER OF ATTORNEY, and acknowledged to me that he executed the same in his authorized capacity and for the purposes stated therein.




NOTARY PUBLIC



SIGNATURE PAGE
to
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**GOODSPRINGS EXPLORATION LLC, a Nevada
limited liability company**

By: *Doyle Kenneth Brook Jr*
DOYLE KENNETH BROOK, JR., Manager

STATE OF NEVADA)
)ss
COUNTY OF _____)

On this 1st day of August, 2011, before me a Notary Public in and for said County and State, personally appeared DOYLE KENNETH BROOK, JR., Manager of GOODSPPRINGS EXPLORATION LLC, a Nevada limited liability company, personally known (or proved) to me to be the person who executed the above CO-OWNERSHIP AGREEMENT AND SPECIAL POWER OF ATTORNEY, and acknowledged to me that he executed the same in his authorized capacity and for the purposes stated therein.

Marsha M. Bradley
NOTARY PUBLIC

