



APN \_\_\_\_\_ N/A \_\_\_\_\_

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

Affirmation Statement

I, the undersigned hereby affirm that the attached document, including any exhibits, hereby submitted for recording does not contain the social security number of any person or persons. 9Per NRS 239B.030)

\_\_\_\_ I, the undersigned hereby affirm that the attached document, including any exhibits, hereby submitted for recording does contain the social security number of a person or persons as required by law: \_\_\_\_\_

(State specific law)

<u>[Handwritten Signature]</u>	<u>[Handwritten Title: Attorney]</u>
Signature	Title

Robert A Bassett

Printed Name

Dec 13, 2012

Date

Grantees address and mail tax statement:

Aurion Resources (US), LLC  
835 Topsail Road, Suite 206  
Mount Pearl, Newfoundland  
A1N 3J6  
Canada



**EXHIBIT D TO MINERAL LEASE AND OPTION TO PURCHASE AGREEMENT**

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

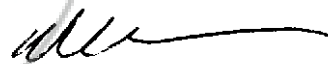
**THIS MEMORANDUM OF MINERAL LEASE AND OPTION TO PURCHASE AGREEMENT ("Memorandum")**, is made and entered into as of the 12th day of October, 2010, by and between GENESIS GOLD CORP., a Utah corporation, whose principal office is at 3 Knob Hill, Park City, Utah 84098 (GENESIS), and AURION RESOURCES (US) LLC, whose principal office is at 835 Topsail Road, Suite 206, Mount Pearl, Newfoundland, A1N 3J6, Canada ("AURION"), its successors and assigns forever, the following real property in Lincoln County, Nevada:

In consideration of Ten Dollars (\$10.00) and other valuable consideration set forth in the terms and conditions of that certain Mineral Lease and Option to Purchase Agreement effective the 12th day of October, 2010 ("**Agreement**"), (1) AURION hereby gives notice that it has agreed to hold the properties identified on Schedule 1 to this Memorandum ("**Properties**") for the benefit of GENESIS in accordance with the terms and conditions of the Agreement, the terms of which are incorporated herein by this reference, and (2) GENESIS has granted in the Agreement, and hereby grants to AURION, the exclusive right to purchase a 100% ownership interest in the Premises, free and clear of all encumbrances.

The Agreement is expressly binding on the Parties and their respective successors and permitted assigns. Nothing contained within this Memorandum shall amend, limit or affect the rights and duties of the Parties under the Agreement. Information regarding all of the terms and conditions of the Agreement may be obtained from the Parties at the addresses set forth above.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Mineral Lease and Option to Purchase Agreement as of the Effective Date.

**AURION RESOURCES (US) LLC**

By 

**GENESIS GOLD CORP.**

By 



Province of Newfoundland

The foregoing instrument was acknowledged before me, the undersigned Notary Public, on December 11, 2010, by Mike Busha, the President of Aurion Resources (US) LLC, for and on behalf of the company.

[Seal]

D. [Signature]  
Notary Public

State of Utah  
County of Summit

The foregoing instrument was acknowledged before me, the undersigned Notary Public, on DECEMBER 8<sup>th</sup>, 2010, by DONALD MERRICK the PRESIDENT of Genesis Gold Corp., a UTAH corporation, for and on behalf of the corporation.

[Seal]

Tiffany Rettie  
Notary Public





Schedule I to Memorandum of Mineral Lease and Purchase Agreement

**PROPERTY**

All of GENESIS' right, title and interest in and to the unpatented mining claims described below, together with all tenements, hereditaments and appurtenances belonging or otherwise pertaining to such land, including without limitation all minerals, mineral rights, extralateral rights, water rights, easements and access rights, ores, waste, rock and dumps therein or thereon, all amendments and relocations thereof, claims of adverse possession or prescriptive use, and all right, title and interest in such mining claims that GENESIS may hereafter acquire (the "Claims") pursuant to the Agreement:

<b>Claim Name</b>	<b>BLM NMC #'s</b>	<b>County Doc. #</b>
LP 201	NM1028695	0136689
LP 202	NM1028696	0136690
LP 203	NM1028697	0136691
LP 204	NM1028698	0136692
LP 205	NM1028699	0136693
LP 206	NM1028700	0136695
LP 207	NM1028701	0136696
LP 208	NM1028702	0136694