



APN N/A

MEMORANDUM OF MINERAL LEASE AND OPTION TO PURCHASE AGREEMENT

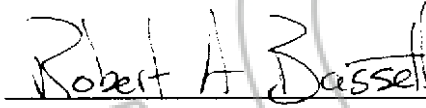
Affirmation Statement

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)

 
Signature Title


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

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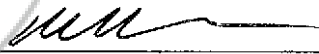
THIS MEMORANDUM OF MINERAL LEASE AND OPTION TO PURCHASE AGREEMENT ("Memorandum"), is made and entered into as of 1st day of January 2011 by and between GENESIS GOLD CORP., a Utah corporation, whose principal office is at 3 Knob Hill, Park City, Utah 84098 (GENESIS), and AURION RESOURCES (US) LLC, whose 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 1st day of January, 2011 ("**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.

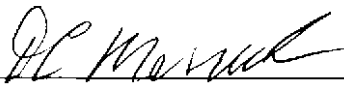
The Agreement is expressly binding on the Parties and their respective successors and permitted assigns. Nothing contained within this Memorandum shall amend, limit or affect the rights and duties of the Parties under the Agreement. Information regarding all of the terms and conditions of the Agreement 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 May 31st, 2011, by Michael Basha, the President of Aurion Resources (US) LLC, for and on behalf of the company.

[Seal]

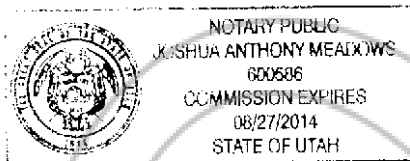
Junnaburn

Notary Public

State of Utah
County of Summit

The foregoing instrument was acknowledged before me, the undersigned Notary Public, on May 2nd, 2011, by Donald Merrick, the President of Genesis Gold Corp., a Utah corporation, for and on behalf of the corporation.

[Seal]



J. Meadows

Notary Public

Schedule I to Memorandum of Mineral Lease and Purchase Agreement**PROPERTY**

Unpatented lode mining claims situate in the White Pine County, Nevada, the names of which are set forth below together with the book and page of recording of the location notices in the office of the recorder of said County, and the serial numbers where filed in the state office of the Bureau of Land Management in Reno, Nevada.

Claim Name	BLM NMC #'s	County Doc. #
Bull 120	NMC 1039335	Book 554, Page 355
Bull 121	NMC 1039336	Book 559, Page 356
Bull 220	NMC 1039337	Book 559, Page 357
Bull 221	NMC 1039338	Book 559, Page 358
Bull 310	NMC 1035996	Book 554, Page 450
Bull 311	NMC 1035997	Book 554, Page 452
Bull 312	NMC 1035998	Book 554, Page 454
Bull 313	NMC 1035999	Book 554, Page 456
Bull 410	NMC 1036000	Book 554, Page 451
Bull 411	NMC 1036001	Book 554, Page 453
Bull 412	NMC 1036002	Book 554, Page 455
Bull 413	NMC	Pending
Bull 622	NMC 1039339	Book 559, Page 359
Bull 623	NMC 1039340	Book 559, Page 360
Bull 722	NMC 1039341	Book 559, Page 361
Bull 723	NMC 1039342	Book 559, Page 362