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OFFICIAL RECORD

AMY, ELMER, RECORDER

The undersigned state that there are no Social Security Numbers included within this document.

When recorded, return to:

Rob Risley

DeConcini McDonald Yetwin & Lacy, P.C.

2525 East Broadway Blvd., Suite 200

Tucson, Arizona 85716-5303

### MEMORANDUM OF AGREEMENT

BY THIS MEMORANDUM OF AGREEMENT ("Memorandum") notice is hereby given regarding that certain Mineral Exploration Lease and Option to Purchase (the "Agreement") made and entered into as of February 10, 2023 and as amended by that certain First Amendment to Mineral Exploration Lease and Option to Purchase, dated March 18, 2024 (the "Amendment Date"), by and between **PRINCE MINE, LLC**, a Nevada limited liability company, whose address is HC 74, Box 150, Pioche NV 89043 ("Owner") and **STAMPEDE METALS CORPORATION**, a Nevada corporation, with an address of 12600 W Mile Wide Rd, Marana AZ 85653 ("Stampede"). Owner and Stampede desire to confirm the Agreement and place on record a notice of the Agreement as follows:

- 1. The Prince Mine.** The Agreement regards 12 patented lode mining claims with non-severed surface and mineral rights that cover approximately 227 acres in Lincoln County NV as more particularly described in **Exhibit "A"** attached hereto and incorporated herein by reference (the "Prince Mine").
- 2. Lease:** Owner has agreed to and hereby does lease ("Lease") exclusively to Stampede the Prince Mine, other than the surface of the south half of the Bullion Belcher No. 1 Claim as that claim would be equally divided by a line perpendicular to the eastern long boundary of such claim, (the "Leasehold") together with certain rights, among others, to take and develop groundwater and related facilities, and subject only to certain limitations, all as more particularly described in the Agreement. Under the Lease, Stampede may enter and occupy the Leasehold for mineral exploration, evaluation of project feasibility, related environmental remediation and other purposes as set forth in the Agreement. The term of the Lease shall commence on March 31, 2023 and continue for 8 years unless terminated, extended or canceled as provided in the Agreement.
- 3. Options:** Owner has granted 2 options (the "Options") to Stampede to acquire all or part of the fee interest and all appurtenant rights in the Prince Mine, such Options to have terms as more particularly described in the Agreement.

Each of Owner and Stampede retain copies of the Agreement on file. The Agreement contains terms and conditions that are not set forth in this Memorandum but which nevertheless are by reference made a part hereof. If there is a conflict between the terms of this Memorandum and the terms of the Agreement, the terms of the Agreement shall control in all respects. This Memorandum has been executed and recorded to provide public notice of the Agreement and not to modify or qualify any of the terms of the Agreement.

*(remainder of page left blank; signature page to follow)*





A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

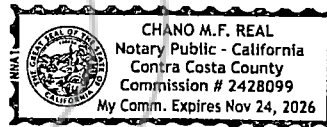
State of California

County of Contra Costa

On March 20, 2024, before me, Chano M.F. Real, notary public (insert name and title of the officer), personally appeared Eric Thomas, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Signature Chano (Seal)

## EXHIBIT "A"

### The Prince Mine

The Prince Mine consists of the following twelve patented mineral claims encompassing approximately 227 acres in Sections 28, 32 and 33, T1 N, R67E, MDB&M, Ely Mining District, Lincoln County, Nevada

<u>Claim</u>	<u>Mineral Survey</u>	<u>Patent Number</u>
Prince	1404	24874
Great Western	3518	84918
California	3520	71070
Gladstone	3536	110843
Davidson	3767	166301
Louise	3528	95598
Soft Snap	3536	110843
Bullion Belcher No. 1	3687	270748
Bullion Belcher No. 2	3687	270748
Bullion Belcher No. 3	3687	270748
Bullion Belcher No. 5	3687	270748
Bullion Belcher No. 6	3687	270748

#### The property is subject to the following rights-of-way or easements

1. To **Lincoln County Power District No. 1**, (date -1938). for power line right of-way for 22,000 KVA main line to Panaca Nevada.
2. To **Lincoln County Power District No. 1**, (date ~1940s?), for power line right of-way for 2.300 KVA line to Prince Mine sub-station:
3. To **Lincoln County Power District No. I**, (date ~1980s), for power line right of-way for second 22.000 KVA main line to Panaca Nevada built in early 1980s.
4. To **Nevada Highway Department** (date 1952); for State Route 320
5. To **Nevada Highway Department** (date ~1952); for paved access road into Prince Mine: - which right-of-way was deeded to **Lincoln County** (date ~1985)
6. To **Union Pacific Railroad** (date, ~1941); for rail line into the property.