Second Amendment to Upland Mining Lease
ADL 535408

This Amendment to Upland Mining Lease ADL 535408 is entered into by the Alaska Mental Health Trust Authority ("Trust Authority"), a public corporation within the Alaska Department of Revenue (AS 47.30.011 et seq.), acting by and through the State of Alaska, Department of Natural Resources, Mental Health Trust Land Office ("TLO"), pursuant to AS 37.14.009(a)(2) and AS 38.05.801 (the Trust Authority and the TLO are collectively the Lessor under the Lease and are referred to herein as the "TLO"), and Melba Creek Mining, Inc. and Fairbanks Gold Mining, Inc. (collectively referred to as "Lessee").

The purpose of this Amendment is to modify the above referenced lease as follows:

1. Lease Extension: The Lease is extended for an additional twenty (20) year term commencing on the effective date of this Amendment and for so long thereafter as long as Commercial Production from the leased area is occurring. This extension shall not exceed fifty-five (55) years.

2. Effective Date of this Amendment: February 15, 2014

3. For purposes of Upland Mining Lease ADL 535408 as amended by this Amendment, “Commercial Production” means the production of locatable minerals for sale from the leased area for at least ninety (90) consecutive days during any three (3) year period in quantities sufficient to yield a return in excess
of operating costs, even though capital costs already incurred may never be repaid and the undertaking considered as a whole may ultimately result in a loss.

All other terms and conditions of Upland Mining Lease ADL 535408 remain in effect.

This Amendment shall be attached to and made a part of Upland Mining Lease ADL 535408.

IN WITNESS WHEREOF, the parties have executed this Amendment effective as of the date written above.

LESSEE
FAIRBANKS GOLD MINING, INC.
By: [Signature]
President
Fairbanks Gold Mining, Inc.

LESSEE
MELBA CREEK MINING, INC.
By: [Signature]
President
Melba Creek Mining, Inc.

LESSOR
ALASKA MENTAL HEALTH TRUST AUTHORITY
By: [Signature]
Marcie Meneefee, Executive Director
Alaska Mental Health Trust Land Office

STATE OF ALASKA )
) ss
THIRD JUDICIAL DISTRICT )

This is to certify that on this 23rd day of December, 2013, personally appeared Marcie Meneefee, the Executive Director of the Trust Land Office, and who acknowledged to me that she executed the foregoing instrument, on behalf of the Trust Land Office, as agent for the Alaska Mental Health Trust Authority, freely and voluntarily and for the purposes therein stated.

[Signature]
Notary Public for the State of Alaska
My Commission expires: [Expiration Date]
STATE OF Nevada
COUNTY OF Washoe

This is to certify that on this 3rd day of Jan., 2016, before me personally appeared James Fowler, the President of Melba Creek Mining, Inc., an Alaska corporation, known to me to be the person named and who acknowledged to me that he executed the foregoing instrument in the above stated capacity on behalf of the said corporation, freely and voluntarily and for the purposes therein stated.

DARCI DAWN BERTRAM
Notary Public for the State of Nevada
My Commission Expires: 7/21/16

STATE OF Nevada
COUNTY OF Washoe

This is to certify that on this 3rd day of Jan., 2016, before me personally appeared James Fowler, the President of Fairbanks Gold Mining, Inc., a Delaware corporation, known to me to be the person named and who acknowledged to me that he executed the foregoing instrument in the above stated capacity on behalf of the said corporation, freely and voluntarily and for the purposes therein stated.

DARCI DAWN BERTRAM
Notary Public for the State of Nevada
My Commission Expires: 7/21/16