



RECORD THIS INSTRUMENT IN
THE FAIRBANKS RECORDING DISTRICT
THEN RETURN THIS INSTRUMENT TO:

Alaska Mental Health Trust Land Office
2600 Cordova Street, Suite 100
Anchorage, AK 99503
Attn: Sr. Resource Manager

Copy To:
Fairbanks Gold Mining, Inc.
5370 Kietzke Lane, Suite 102
Reno, NV 89511
Attn: Land Manager

Second Amendment to Upland Mining Lease ADL 535408

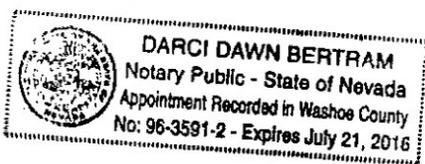
This Amendment to Upland Mining Lease ADL 535408 is entered into by the Alaska Mental Health Trust Authority (“**Trust Authority**”), a public corporation within the Alaska Department of Revenue (AS 47.30.011 et seq.), acting by and through the State of Alaska, Department of Natural Resources, Mental 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

STATE OF Nevada)
) SS
COUNTY OF Washoe)

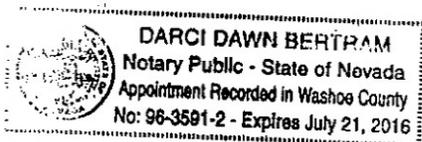
This is to certify that on this 3rd day of Jan, 2018, before me personally appeared James Fowler, the President of Melba Creek Mining, Inc., an Alaska corporation, known to me to be the person named and who acknowledged to me that he executed the foregoing instrument in the above stated capacity on behalf 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)
) SS
COUNTY OF Washoe)

This is to certify that on this 3rd day of Jan, 2018, 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