

ORIGINAL

**Second Amendment
to
Millsite Lease ADL 414960 and 414961**

Record in the Fairbanks Recording District

The State of Alaska, Department of Natural Resources, acting by and through the Division of Mining, Land, and Water ("Lessor"), and Fairbanks Gold Mining, Inc. ("Lessee") are parties to that certain Amended and Restated Millsite Lease effective January 1, 2002 (ADL Nos. 414960 and 414961) which was supplemented by the Addendum to Amended and Restated Millsite Lease dated July 3, 2007 and amended by the First Amendment to Millsite Lease dated December 31, 2007 (the "Millsite Lease").

For and in consideration of the covenants contained herein, and other good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereby agree as follows:

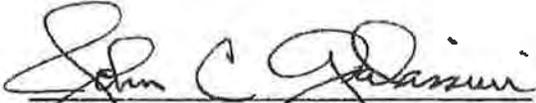
1. The land identified as Parcel Z shall be and is added to the Millsite Lease, subject to all terms and conditions thereof. Parcel Z is described in Exhibit A, which is attached and made a part of this Amendment.
2. Unless provided for otherwise in this Amendment, all terms and conditions of the Millsite Lease remain in full force and effect.

This Amendment may be executed in multiple counterparts, all of which shall constitute one and the same instrument. The undersigned Lessor and Lessee representatives hereby declare that they have the necessary authority to execute this Amendment on behalf of their respective organizations.



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LESSEE
FAIRBANKS GOLD MINING, INC.



By: John C. Galassini
Its: President

Date: 5-23-2011



By: Lauren Roberts
Its: VP+GM

Date: 5-2-11

LESSOR
DIVISION OF MINING, LAND, AND WATER



By: BRENT W. GOODRUM
Its: DIRECTOR, DMLW

Date: 1 JUNE 2011



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STATE OF ALASKA)
)ss:
THIRD JUDICIAL DISTRICT)

This is to certify that on this 1st day of June, 2011, before me personally appeared Brent Goodrum, Director of the Division of Mining, Land, and Water, and who acknowledged to me that he executed the foregoing instrument on behalf of the State of Alaska, Department of Natural Resources, Division of Mining, Land, and Water, freely and voluntarily and for the purposes therein stated.

Jennifer Dufresne
NOTARY PUBLIC in and for Alaska
My Commission Expires: with office



ORIGINAL

STATE OF NEVADA)
County of Washoe)ss:
)

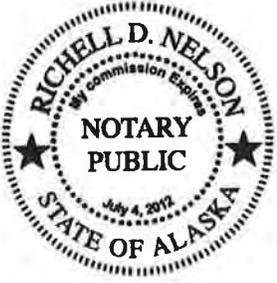
This is to certify that on this 23rd day of May, 2011, before me personally appeared John C. Glassini of Fairbanks Gold Mining, Inc., and who acknowledged to me that he executed the foregoing instrument on behalf of Fairbanks Gold Mining, Inc., freely and voluntarily and for the purposes therein stated.

DEBRA D. JOHNSON
NOTARY PUBLIC
STATE OF NEVADA
APPT No 04-91615-2
MY APPT EXPIRES JUNE 30, 2012

Debra D. Johnson
NOTARY PUBLIC in and for Ben, NV
My Commission Expires: 6/30/12

STATE OF Alaska)
)ss:
)

This is to certify that on this 2nd day of June, 2011, before me personally appeared Lauren, Roberts of Fairbanks Gold Mining, Inc., and who acknowledged to me that he executed the foregoing instrument on behalf of Fairbanks Gold Mining, Inc., freely and voluntarily and for the purposes therein stated.



RicHELL D. NELSON
NOTARY PUBLIC in and for State of AK
My Commission Expires: 7-4-12

After recording, return to: Division of Mining, Land, and Water
Department of Natural Resources
550 W. 7th Avenue
Suite 1070
Anchorage, Alaska 99501

Second Amendment, ADL 414960 and 414961

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EXHIBIT A
to
Second Amendment to Millsite Lease
Millsite Lease ADL 414960 and 414961

Description of Parcel Z

A portion of the NW1/4, Section 17, Township 2 North, Range 2 East, Fairbanks Meridian, said Section 17 is depicted on the plat of FORT KNOX, filed June 21, 1994 as Instrument No. 94-72, Records of the Fairbanks Recording District, Fourth Judicial District, State of Alaska; and said parcel is more particularly described as follows:

Commencing at the Northeast corner of said NW1/4 of Section 17 marked by a BLM brass capped monument and being the True Point of Beginning:

Thence South 00°10'51" East along the East line of said NW1/4 a distance of 1765.00 feet to a point;

Thence North 42°42'29" West a distance of 1952.25 feet to a point;

Thence North 00°11'42" West 330.00 feet more or less to a point on the north boundary of said NW ¼ Section 17 to a point marked by a BLM brass capped monument;

Thence North 89°58'51" East along said north boundary a distance of 1319.69 feet to the point of beginning.

Containing 31.733 Acres more or less.



cc

A
L
A
S
K
A

2011-009684-0

Recording Dist: 401 - Fairbanks

6/3/2011 9:57 AM Pages: 1 of 6



THIS COVER SHEET HAS BEEN ADDED TO THIS DOCUMENT TO PROVIDE SPACE FOR THE RECORDING DATA. THIS COVER SHEET APPEARS AS THE FIRST PAGE OF THE DOCUMENT IN THE OFFICIAL PUBLIC RECORD.

DO NOT DETACH