



First 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, and the Alaska Mental Health Trust Authority, acting by and through the Mental Health Trust Land Office (collectively referred to as "Lessor"), and Fairbanks Gold Mining, Inc. ("Lessee"), are parties to the AMENDED AND RESTATED MILLSITE LEASE, which was effective January 1, 2002 (ADL Nos. 414960 and 414961) and which was supplemented by the Addendum to Amended and Restated Millsite Lease dated July 3, 2007. The 2002 AMENDED AND RESTATED MILLSITE LEASE amended and restated the Millsite Permit originally dated February 15, 1994, which was recorded on March 24, 1994 at Book 846, Pages 123-176, Fairbanks Recording District, as it had been amended. In this document, the term "Millsite Lease" refers to the 2002 AMENDED AND RESTATED MILLSITE LEASE as supplemented by the 2007 Addendum.

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 to amend the Millsite Lease as follows:

1. Addition of land to lease: Lessor and Lessee agree to add the land identified as Parcel A to the Millsite Lease, subject to all terms and conditions thereof. Parcel A is described in Exhibit A, which is attached and made a part of this Amendment.
2. Deletion of land from lease: Lessor and Lessee agree to delete the land identified as Parcel B from the Millsite Lease. Parcel B is described in Exhibit B, which is attached and made a part of this Amendment. Lessee agrees that it shall remain responsible pursuant to the terms of the Millsite Lease for any remediation or clean-up of or related to Parcel B, and for any indemnity obligation arising out of or pertaining to any condition created or initiated, or any occurrence, during the period Parcel B was included within the Millsite Lease.

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3. Lessee shall pay to the Trust, through its agent, the Trust Land Office, \$500 as an administrative fee to amend the Millsite Lease.
4. Effective date of Amendment: This Amendment shall become effective immediately upon completion of both (a) the execution of this Amendment by all parties, and (b) conveyance of title to Parcel A to the Trust, and not before.

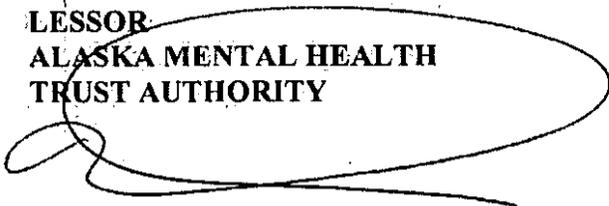
Unless provided for otherwise in this Amendment, all other terms and conditions of the Millsite Lease remain in full force and effect.

This Amendment is attached to and made a part of the Millsite Lease.

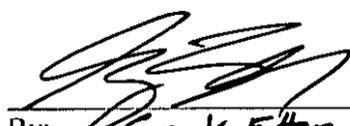
This Amendment may be executed in multiple counterparts, all of which shall constitute one and the same instrument. The undersigned Lessor and Lessee representatives hereby declare that they have the necessary authority to execute this Amendment on behalf of their respective organizations.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment on this 31st day of December, 2007.

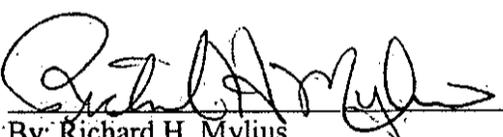
LESSOR
ALASKA MENTAL HEALTH
TRUST AUTHORITY


By: Harry A. Noah
Executive Director, Trust Land Office

LESSEE
FAIRBANKS GOLD MINING, INC.


By: Greg V. Etker
Its: Vice President

DIVISION OF MINING, LAND, AND WATER


By: Richard H. Mylius
Its: Director

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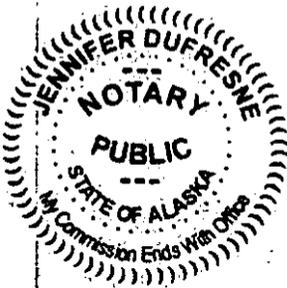


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STATE OF ALASKA)
)ss:
THIRD JUDICIAL DISTRICT)

This is to certify that on this 31st day of December, 2007, personally appeared Harry A. Noah, known to me to be the Executive director of the Trust Land Office, and who acknowledged to me that he 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.

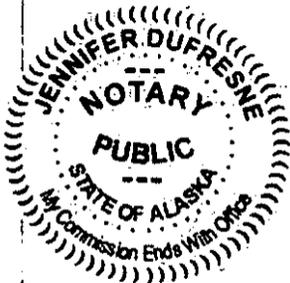
Jennifer Dufresne
NOTARY PUBLIC in and for Alaska
My Commission Expires: with office



STATE OF ALASKA)
)ss:
THIRD JUDICIAL DISTRICT)

This is to certify that on this 31st day of December, 2007, before me personally appeared Richard H. Mylius, Director of Division of Mining, Land and Water, and who acknowledged to me that (s)he executed the foregoing instrument on behalf of the 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



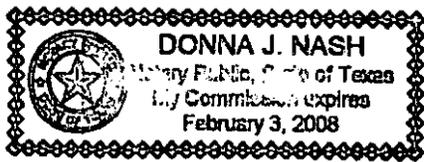
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Texas *LGB*
STATE OF ~~ALASKA~~ *GWR*
County of Bexar) ss:
~~THIRD JUDICIAL DISTRICT~~)

This is to certify that on this 31st day of December, 2007, before me personally appeared Greg V. Etter, Vice President of Fairbanks Gold Mining Inc., and who acknowledged to me that (s)he executed the foregoing instrument on behalf of Fairbanks Gold Mining Inc., freely and voluntarily and for the purposes therein stated.



Donna J. Nash
NOTARY PUBLIC in and for Alaska
My Commission Expires: _____

After recording, return to: The Trust Land Office
718 L Street, Suite 202
Anchorage, Alaska 99501

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EXHIBIT A

Description of Parcel A

A portion of Section 20, Township 2 North, Range 2 East, Fairbanks Meridian, Alaska, lying west of Tract C-3 as depicted on the Alaska State Cadastral Survey Plat filed May 24, 1994, as Instrument Number 94-72; Records of the Fairbanks Recording District, Fourth Judicial District, State of Alaska, more particularly described as follows:

Commencing at the Closing Corner marked by a 2 ½" aluminum cap on an aluminum pipe stamped E – ES – MS 2008 and being on the south boundary of Section 20, Township 2 North, Range 2 East, Fairbanks Meridian, Alaska, and common to the north boundary of Mineral Survey No. 2008; Thence N. 00°10'01" W. along the westerly boundary of Tract C-3 as shown on the above mentioned plat a distance of 1454.94 ft. to the **True Point of Beginning**;

Thence continuing N. 00°10'01" W. along the westerly boundary of the aforementioned Tract C-3 a distance of 587.65 ft. to an additional Closing Corner of the aforementioned Section 20 marked by a 2 ½" aluminum cap on an aluminum pipe stamped CC;

Thence N. 00°10'46" W. continuing along the westerly boundary of the aforementioned Tract C-3 a distance of 2950.19 ft. to the east sixteenth corner of Section 17 and Section 20, Township 2 North, Range 2 East, Fairbanks Meridian;

Thence S. 89°52'32" W. along the northerly boundary of Section 20, Township 2 North, Range 2 East, Fairbanks Meridian a distance of 842.85 ft. to a point;

Thence S. 03°21'32" W. a distance of 2361.81 ft. to a point;

Thence S. 40°06'01" E. a distance of 1540.34 ft. to the **True Point of Beginning**.

Containing 62.954 Acres, more or less.

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EXHIBIT B

Description of Parcel B

A portion of Tract C-3, Township 2 North, Range 2 East, Fairbanks Meridian, Alaska, according to the Alaska State Cadastral Survey Plat filed May 24, 1994 as Instrument Number 94-72; Records of the Fairbanks Recording District, Fourth Judicial District, State of Alaska, more particularly described as follows:

Commencing at the Closing Corner marked by a 2 1/2" Aluminum cap on an aluminum pipe stamped CC in Section 17, Township 2 North, Range 2 East, Fairbanks Meridian, Alaska and on the western boundary of the aforementioned Tract C-3, being the **True Point of Beginning**;

Thence S. 00°10'51" E. along the westerly boundary of the aforementioned Tract C-3, a distance of 2088.19 ft. to the quarter corner of Section 17 and Section 20, Township 2 North, Range 2 East, Fairbanks Meridian marked by a BLM 3 1/4" brass cap on an iron pipe stamped 1/4 S17 S20;

Thence N. 89°52'32" E. along the southerly boundary of Section 17, Township 2 North, Range 2 East, Fairbanks Meridian a distance of 477.91 ft. to a point.

Thence N. 01°11'12" E. a distance of 1254.91 ft. to a point;

Thence N. 31°31'00" W. a distance of 976.55 ft. to the **True Point of Beginning**.

Containing 19.055 Acres, more or less.

