

**AMENDMENT NO. 3
OPTION AGREEMENT
(GOLDEN GEM MINE)**

DATED the 12th day of May, 2018

BETWEEN:

MIDDLE VERDE DEVELOPMENT CO., LLC, an Arizona limited liability company having an office at 6440 Skye Pointe Dr., Ste 140-149, Las Vegas, NV 89131 (Hereinafter referred to as the “**Optionor**”)

AND:

GOLDEN GEM MINES, LLC, a Nevada limited liability company, having an office at 6440 Sky Pointe Dr., Ste 140-149, Las Vegas, NV 89131 (Hereinafter referred to as “**Golden Gem Mines**” or “**Optionee**”)

WHEREAS Optionor and Optionee entered into that certain Option Agreement (Golden Gem Mine) dated January 4, 2017 (the “Option Agreement”); and

WHEREAS, Optionor has recently acquired the O’Brien Mine and the Columbus Mine that are adjacent to the claims that are presently subject to the Option Agreement. The parties desire to add these mining claims to the Option Agreement;

NOW THEREFORE THIS AGREEMENT WITNESSETH that in consideration of the mutual agreements and covenants contained herein, the parties agree as follows:

The Option Agreement is hereby amended as follows:

1. Section 2 of the Option Agreement, second paragraph, is amended to read as follows:

Cash Payment

In consideration for and in order to maintain the Option in good standing, Golden Gem Mines shall pay an aggregate amount of (a) \$105,000 with respect to the Original Claims, (b) \$75,000 with respect to the Idaho Mine, (c) \$20,000 with respect to the Hondo Millsite, and \$50,000 with respect to the O’Brien and Columbus Mines (the “**Cash Payment**”) to the Optionor on or before the end of the Option Period. In addition, following exercise of the Option, Optionor shall retain a two percent (2%) net smelter return royalty interest in all minerals produced from the Property.

2. Schedule “A” to the Option Agreement is hereby amended to read as follows:

SCHEDULE "A"
Golden Gem Mine
Wallapai Mining District
Mohave County, Arizona

I. THE ORIGINAL CLAIMS:

Parcel No. 1

GOLDEN GEM LODE MINING CLAIM IN THE WALLAPAI MINING DISTRICT, BEING SHOWN ON MINERAL SURVEY NO. 1287, ON FILE IN THE BUREAU OF LAND MANAGEMENT, IN SECTION 7, TOWNSHIP 22 NORTH, RANGE 17 WEST OF THE GILA AND SALT RIVER BASE MERIDIAN OF MOHAVE COUNTY, ARIZONA, AS GRANTED BY PATENT RECORDED IN BOOK 14 OF DEEDS, PAGE 115.

EXCHEQUER LODE MINING CLAIM IN THE WALLAPAI MINING DISTRICT, BEING SHOWN ON MINERAL SURVEY NO. 2779, ON FILE IN THE BUREAU OF LAND MANAGEMENT, IN SECTIONS 7 AND 18, TOWNSHIP 22 NORTH, RANGE 17 WEST OF THE GILA AND SALT RIVER BASE MERIDIAN, MOHAVE COUNTY, ARIZONA, AS GRANTED BY PATENT RECORDED IN BOOK 22 OF DEEDS, PAGE 284.

EXCEPT ALL THAT PORTION WITHIN BOUNDARIES OF BROKEN HILLS LODE CLAIM, SURVEY NO. 2460 AND R.A. LODE CLAIM, SURVEY NO. 2779, AND ALL VEINS, LODES AND LEDGES, THROUGHOUT THEIR ENTIRE DEPTH, THE TOPS OR APEXES OF WHICH MAY BE INSIDE OF SAID EXCLUDED PORTION, AS SET FORTH IN SAID PATENT.

R.A. AND QUAKER LODE MINING CLAIMS IN THE WALLAPAI MINING DISTRICT, BEING SHOWN ON MINERAL SURVEY NO. 2779, ON FILE WITH THE BUREAU OF LAND MANAGEMENT IN SECTION 7, TOWNSHIP 22 NORTH, RANGE 17 WEST OF THE GILA AND SALT RIVER BASE MERIDIAN, MOHAVE COUNTY, ARIZONA, AS GRANTED BY PATENT RECORDED IN BOOK 21 OF DEEDS, PAGE 568.

EXCEPT ALL THAT PORTION WITHIN THE BOUNDARIES OF THE GOLDEN GEM LODE CLAIM, SURVEY NO. 1287, AND ALL VEINS, LODES AND LEDGES, THROUGHOUT THEIR ENTIRE DEPTH, THE TOPS OR APEXES OF WHICH MAY BE INSIDE OF SAID EXCLUDED PORTION, AS SET FORTH IN SAID PATENT. Also known as Mohave County Assessor's Parcel Number (APN) 330-05-007.

Parcel No. 2

RED SEAL LODE MINING CLAIM IN THE HUALAPAI MINING DISTRICT, BEING SHOWN ON MINERAL SURVEY NO. 2776 ON FILE IN THE BUREAU OF LAND MANAGEMENT IN SECTIONS 7 AND 18, TOWNSHIP 22 NORTH, RANGE 17 WEST OF THE GILA AND SALT RIVER BASE AND MERIDIAN, MOHAVE COUNTY, ARIZONA, AS GRANTED BY PATENT RECORDED IN BOOK 22 OF DEEDS, PAGE 300. Also known as Mohave County Assessor's Parcel Number (APN) 330-19-006.

Parcel No. 3

SIWASH LODE MINING CLAIM IN THE HUALAPAI MINING DISTRICT, BEING SHOWN ON MINERAL SURVEY NO. 2776 ON FILE IN THE BUREAU OF LAND MANAGEMENT IN SECTIONS 7 AND 18, TOWNSHIP 22 NORTH, RANGE 17 WEST OF THE GILA AND

SALT RIVER BASE AND MERIDIAN, MOHAVE COUNTY, ARIZONA, AS GRANTED BY PATENT RECORDED IN BOOK 22 OF DEEDS, PAGE 300. Also known as Mohave County Assessor's Parcel Number (APN) 330-19-007.

II. THE IDAHO MINE:

Section 7, Township 22N, Range 17W, GSRBM: Wallapai Mining District, the Idaho and Broken Hills patented mining claims containing 20.93 acres, more or less. Also known as Mohave County Assessor's Parcel Number 330-05-006.

III. THE HONDO MILLSITE:

<u>Claim</u>	<u>AMC#</u>	<u>Recording Info</u>	<u>Township / Range / Section</u>	<u>Approx Acreage</u>
Hondo Mill Site #1	445658	2017042978	T22N R17W Sec 7	4.94
Hondo Mill Site #2	445659	2017042979	T22N R17W Sec 7	4.94
Hondo Mill Site #3	445660	2017042980	T22N R17W Sec 7	4.97
Hondo Mill Site #4	445661	2017042981	T22N R17W Sec 7	2.11
Hondo Mill Site #5	445662	2017042982	T22N R17W Sec 7	4.94
Hondo Mill Site #6	445663	2017042983	T22N R17W Sec 7	<u>4.94</u>
Total				26.84

IV. THE O'BRIEN AND COLUMBUS MINES:

<u>CLAIM NAME</u>	<u>AMC NUMBER</u>	<u>DATE LOCATED</u>	<u>RECORDING INFO</u>
Flat Iron	445654	09/03/2017	Fee 2017044463
Gold Toe	445655	09/03/2017	Fee 2017044961
Silver Ditch	445656	09/03/2017	Fee 2017044462
Columbus	440212	11/10/2016	Fee 201605551263

3. Except as amended hereby, the Option Agreement shall remain in effect as written.

IN WITNESS WHEREOF the parties hereto have executed this Agreement as of the day and year first above written.

**GOLDEN GEM MINES, LLC, a
Nevada limited liability company,
By its manager, Middle Verde Development Co., LLC**

By /s/ Barbara McIntyre Bauman
Barbara McIntyre Bauman, Manager

MIDDLE VERDE DEVELOPMENT CO., LLC

By /s/ Frederick C. Bauman
Frederick C. Bauman, Manager