

RECORD THIS **MINING DOCUMENT** IN THE FOLLOWING RECORDING DISTRICT:

Fairbanks

INDEX THIS **MINING DOCUMENT** AS FOLLOWS:

Grantors: Northway Resources Corp

Grantees: Northway Resources Alaska Corporation

Lands: See MTRS as listed on Exhibit A

Please see the Claim Names listed on Exhibit A (to Memorandum of Agreement)

RETURN THIS INSTRUMENT TO:

ASSIGNMENT AND ASSUMPTION

THIS ASSIGNMENT AND ASSUMPTION AGREEMENT (“Assignment”) is made and entered into as of May 10, 2019 (the “Effective Date”), by and between Northway Resources Corp., a British Columbia corporation (“Assignor”), and Northway Resources Alaska Corporation, an Alaska corporation (“Assignee”).

RECITALS:

A. Assignor and Newmont North America Exploration Limited entered into a Venture Agreement, dated July 31, 2018, a Memorandum of which was recorded in Recording District 401 Fairbanks, Alaska on November 16, 2018 as document # 2018-018089-0, as amended (the “Agreement”).

B. The Agreement provides for joint ownership of the State of Alaska mining claims and other interests described in Exhibit A hereto and by reference made a part hereof (the “Properties”) and the undertaking of mineral exploration and development, if warranted, within the exterior boundaries of the area described in Exhibit B attached hereto and by reference made a part hereof (the “Area of Interest”).

C. Assignor desires to transfer and assign to Assignee and Assignee desires to acquire from Assignor all of Assignor’s rights, title, and interests in and to the Agreement, including but not limited to the Assets, and Assignor’s Participating Interest, and Assignee agrees to assume all of Assignor’s obligations, liabilities and responsibilities in and under the Agreement.

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound hereby, agree as follows:

1. As of the Effective Date, Assignor hereby transfers, assigns and conveys to Assignee, and its successors and assigns, all of Assignor’s right, title and interests in, to and under the Agreement, including but not limited to the Assets and Assignor’s Participating Interest, as both are defined in the Agreement.

2. As of the Effective Date, Assignee assumes and agrees to perform and satisfy all of Assignor’s obligations, liabilities and responsibilities in and under the Agreement and agrees to be bound to the Agreement to the same extent and nature that Assignor is bound to the Agreement.

3. This Assignment shall be construed, interpreted and the rights of the parties determined in accordance with the laws of the State of Alaska, without regard to any choice of law rules that would require the application of the laws of any other jurisdiction.

4. Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to them in the Agreement.

5. This Assignment shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors, assigns and legal representatives.

6. This Assignment may be executed in one or more counterparts, each of which will be deemed an original but all of which together will constitute one and the same instrument.

[Signature page to immediately follow.]

IN WITNESS WHEREOF, the parties hereto have executed this Assignment and Assumption Agreement as of the Effective Date.

NORTHWAY RESOURCES CORP.

NORTHWAY RESOURCES
ALASKA CORPORATION

By: "Zachary Flood"
Its: Zachary Flood
Title: President, CEO & Director

By: "Zachary Flood"
Its: Zachary Flood
Title: Director

Its Authorized Representative

Its Authorized Representative

[SEAL]

[SEAL]

EXHIBIT A
To
ASSIGNMENT AND ASSUMPTION AGREEMENT

PROPERTIES
Fairbanks Recording District

DNR Number	Claim Name	Recording District	Book/Page Document	TWP	RGE	SEC	MER
ADL713402	HR 1	FAIRBANKS	2012005161	8S	17E	24	FM
ADL713403	HR 2	FAIRBANKS	2012005162	8S	17E	24	FM
ADL713404	HR 3	FAIRBANKS	2012005163	8S	18E	19	FM
ADL713405	HR 4	FAIRBANKS	2012005164	8S	18E	19	FM
ADL713406	HR 5	FAIRBANKS	2012005165	8S	18E	20	FM
ADL713407	HR 6	FAIRBANKS	2012005166	8S	18E	20	FM
ADL713408	HR 7*	FAIRBANKS	2012005167	8S	18E	21	FM
ADL713409	HR 8*	FAIRBANKS	2012005168	8S	18E	21	FM
ADL713410	HR 9	FAIRBANKS	2012005169	8S	17E	23	FM
ADL713411	HR 10	FAIRBANKS	2012005170	8S	17E	23	FM
ADL713412	HR 11	FAIRBANKS	2012005171	8S	17E	24	FM
ADL713413	HR 12	FAIRBANKS	2012005172	8S	17E	24	FM
ADL713414	HR 13	FAIRBANKS	2012005173	8S	18E	19	FM
ADL713415	HR 14	FAIRBANKS	2012005174	8S	18E	19	FM
ADL713416	HR 15	FAIRBANKS	2012005175	8S	18E	20	FM
ADL713417	HR 16	FAIRBANKS	2012005176	8S	18E	20	FM
ADL713418	HR 17*	FAIRBANKS	2012005177	8S	18E	21	FM
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ADL713426	HR 25	FAIRBANKS	2012005185	8S	18E	30	FM
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ADL713428	HR 27	FAIRBANKS	2012005187	8S	18E	29	FM
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ADL713432	HR 31	FAIRBANKS	2012005191	8S	17E	27	FM
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ADL713434	HR 33	FAIRBANKS	2012005193	8S	17E	26	FM
ADL713435	HR 34	FAIRBANKS	2012005194	8S	17E	26	FM
ADL713436	HR 35	FAIRBANKS	2012005195	8S	17E	25	FM

DNR Number	Claim Name	Recording District	Book/Page Document	TWP	RGE	SEC	MER
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ADL713438	HR 37	FAIRBANKS	2012005197	8S	18E	30	FM
ADL713439	HR 38	FAIRBANKS	2012005198	8S	18E	30	FM
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ADL713442	HR 41*	FAIRBANKS	2012005201	8S	18E	28	FM
ADL713443	HR 42*	FAIRBANKS	2012005202	8S	18E	28	FM
ADL713444	HR 43	FAIRBANKS	2012005203	8S	17E	34	FM
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ADL713446	HR 45	FAIRBANKS	2012005205	8S	17E	35	FM
ADL713447	HR 46	FAIRBANKS	2012005206	8S	17E	35	FM
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ADL713460	HR 59	FAIRBANKS	2012005219	8S	17E	36	FM
ADL713461	HR 60	FAIRBANKS	2012005220	8S	17E	36	FM
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ADL713464	HR 63	FAIRBANKS	2012005223	8S	18E	32	FM
ADL713465	HR 64	FAIRBANKS	2012005224	8S	18E	32	FM
ADL713466	HR 65*	FAIRBANKS	2012005225	8S	18E	33	FM
ADL713467	HR 66*	FAIRBANKS	2012005226	8S	18E	33	FM
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ADL713471	HR 70	FAIRBANKS	2012005230	28N	6E	31	CRM
ADL713472	HR 71	FAIRBANKS	2012005231	28N	6E	32	CRM
ADL713473	HR 72	FAIRBANKS	2012005232	28N	6E	32	CRM
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DNR Number	Claim Name	Recording District	Book/Page Document	TWP	RGE	SEC	MER
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ADL713484	HR 83	FAIRBANKS	2012005243	28N	6E	31	CRM
ADL713485	HR 84	FAIRBANKS	2012005244	28N	6E	32	CRM
ADL713486	HR 85	FAIRBANKS	2012005245	28N	6E	32	CRM
ADL713487	HR 86	FAIRBANKS	2012005246	28N	6E	33	CRM
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ADL713489	HR 88	FAIRBANKS	2012005248	28N	6E	34	CRM
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ADL713492	HR 91*	FAIRBANKS	2012005251	28N	6E	35	CRM
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ADL713496	HR 95	FAIRBANKS	2012005255	27N	6E	05	CRM
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ADL713504	HR 103*	FAIRBANKS	2012005263	27N	6E	01	CRM
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ADL713507	HR 106	FAIRBANKS	2012005266	27N	6E	05	CRM
ADL713508	HR 107	FAIRBANKS	2012005267	27N	6E	05	CRM
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ADL713520	HR 119	FAIRBANKS	2012005279	27N	6E	09	CRM
ADL713521	HR 120	FAIRBANKS	2012005280	27N	6E	09	CRM
ADL713522	HR 121	FAIRBANKS	2012005281	27N	6E	10	CRM

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ADL713525	HR 124*	FAIRBANKS	2012005284	27N	6E	11	CRM
ADL713526	HR 125*	FAIRBANKS	2012005285	27N	6E	12	CRM
ADL713527	HR 126	FAIRBANKS	2012005286	27N	6E	07	CRM
ADL713528	HR 127	FAIRBANKS	2012005287	27N	6E	07	CRM
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ADL713531	HR 130	FAIRBANKS	2012005290	27N	6E	09	CRM
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ADL713534	HR 133	FAIRBANKS	2012005293	27N	6E	10	CRM
ADL713535	HR 134*	FAIRBANKS	2012005294	27N	6E	11	CRM
ADL713536	HR 135*	FAIRBANKS	2012005295	27N	6E	11	CRM
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ADL713539	HR 138	FAIRBANKS	2012005298	27N	6E	18	CRM
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ADL713541	HR 140	FAIRBANKS	2012005300	27N	6E	17	CRM
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ADL713543	HR 142	FAIRBANKS	2012005302	27N	6E	16	CRM
ADL713544	HR 143	FAIRBANKS	2012005303	27N	6E	15	CRM
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ADL713546	HR 145	FAIRBANKS	2012005305	27N	6E	14	CRM
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ADL713548	HR 147	FAIRBANKS	2012005307	27N	6E	13	CRM
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ADL713552	HR 151	FAIRBANKS	2012005311	27N	6E	17	CRM
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ADL713554	HR 153	FAIRBANKS	2012005313	27N	6E	16	CRM
ADL713555	HR 154	FAIRBANKS	2012005314	27N	6E	15	CRM
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ADL713561	HR 160	FAIRBANKS	2012005320	27N	6E	19	CRM
ADL713562	HR 161	FAIRBANKS	2012005321	27N	6E	20	CRM
ADL713563	HR 162	FAIRBANKS	2012005322	27N	6E	20	CRM
ADL713564	HR 163	FAIRBANKS	2012005323	27N	6E	21	CRM
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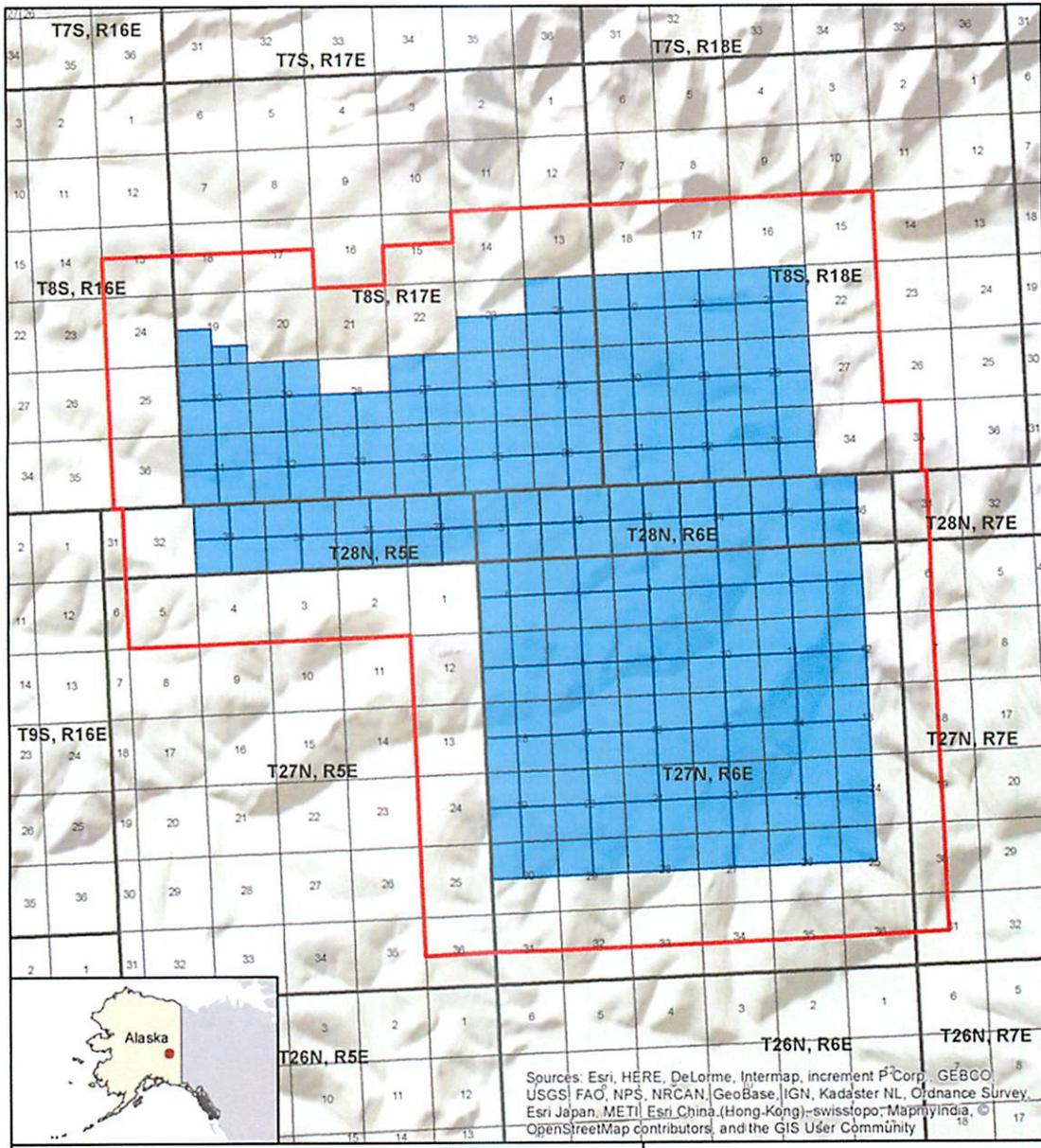
DNR Number	Claim Name	Recording District	Book/Page Document	TWP	RGE	SEC	MER
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ADL713567	HR 166	FAIRBANKS	2012005326	27N	6E	22	CRM
ADL713568	HR 167	FAIRBANKS	2012005327	27N	6E	23	CRM
ADL713569	HR 168	FAIRBANKS	2012005328	27N	6E	23	CRM
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ADL713574	HR 173	FAIRBANKS	2012005333	27N	6E	19	CRM
ADL713575	HR 174	FAIRBANKS	2012005334	27N	6E	20	CRM
ADL713576	HR 175	FAIRBANKS	2012005335	27N	6E	20	CRM
ADL713577	HR 176	FAIRBANKS	2012005336	27N	6E	21	CRM
ADL713578	HR 177	FAIRBANKS	2012005337	27N	6E	21	CRM
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ADL713586	HR 185	FAIRBANKS	2012005345	27N	6E	27	CRM
ADL713587	HR 186	FAIRBANKS	2012005346	27N	6E	27	CRM
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ADL713645	HR 244	FAIRBANKS	2012005404	27N	6E	30	CRM
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ADL713648	HR 247	FAIRBANKS	2012005407	27N	6E	29	CRM
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ADL716901	HEALY 16	FAIRBANKS	2013005953	8S	17E	32	FM

DNR Number	Claim Name	Recording District	Book/Page Document	TWP	RGE	SEC	MER
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ADL716903	HEALY 18	FAIRBANKS	2013005955	8S	17E	33	FM
ADL716904	HEALY 19	FAIRBANKS	2013005956	8S	17E	33	FM
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ADL716907	HEALY 22	FAIRBANKS	2013005959	8S	17E	32	FM
ADL716908	HEALY 23	FAIRBANKS	2013005960	8S	17E	32	FM
ADL716909	HEALY 24	FAIRBANKS	2013005961	8S	17E	33	FM
ADL716910	HEALY 25	FAIRBANKS	2013005962	8S	17E	33	FM
ADL716911	HEALY 26	FAIRBANKS	2013005963	28N	5E	33	CRM
ADL716912	HEALY 27	FAIRBANKS	2013005964	28N	5E	33	CRM
ADL716913	HEALY 28	FAIRBANKS	2013005965	28N	5E	34	CRM
ADL716914	HEALY 29	FAIRBANKS	2013005966	28N	5E	34	CRM
ADL716915	HEALY 30	FAIRBANKS	2013005967	28N	5E	35	CRM
ADL716916	HEALY 31	FAIRBANKS	2013005968	28N	5E	35	CRM
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ADL716921	HEALY 36	FAIRBANKS	2013005973	28N	5E	35	CRM
ADL716922	HEALY 37	FAIRBANKS	2013005974	28N	5E	35	CRM

EXHIBIT B
To
ASSIGNMENT AND ASSUMPTION AGREEMENT

AREA OF INTEREST

The Area of Interest is defined as S2 Section 13 and Sections 24, 25 and 36, Township 8 South, Range 16 East; Sections 13, 14, S2 of 15 and Sections 17-23, Township 8 South, Range 17 East; Sections 15-18, 22, 27, 34 and W2 of 35, Township 8 South, Range 18 South; W2 Section 31, Township 28 North, Range 7 East; W2 Section 6, W2 Section 7, W2 Section 18, W2 Section 19, W2 Section 30 and NW4 Section 31, Township 27 North, Range 7 East; N2 Section 31, N2 Section 32, N2 Section 33, N2 Section 34, N2 Section 35 and N2 Section 36, Township 27 North, Range 6 East; Sections 1-5, 12, 13, 24, 25 and N2 Section 36, Township 27 North, Range 5 East; Section 32, Township 28 North, Range 5 East, Fairbanks Meridian, Fairbanks Recording District, Alaska, as further depicted on the attached map.



Sources: Esri, HERE, DeLorme, Intermap, increment P Corp., GEBCO, USGS, FAO, NPS, NRCAN, GeoBase, IGN, Kadaster NL, Ordnance Survey, Esri Japan, METI, Esri China (Hong-Kong), swisstopo, MapmyIndia, © OpenStreetMap contributors, and the GIS User Community

Legend

- Healy 1 Mile C.A. AOI
- Newmont Unpat. Mining Claims



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Elko, Nevada 89801
Telephone: (775) 778-4000

**NEWMONT
HEALY RIVER PROJECT
CONFIDENTIALITY AGREEMENT AOI
ALASKA**

PROJECT AREA HEALY RIVER	MAP SCALE 1:25000	COORD. SYSTEM NAD83 UTM
COMPILED BY LAND DEPARTMENT	PLAT DATE 03/2018	REVISION DATE
DRAWN BY CIVIL ENGINEER	TOPOG. DATA SOURCE ESRI, GEBCO, USGS, IGN	REVISION
DIGITAL FILE NAME Healy_River_C.A. AOI_1655.MXD		REVISED BY

