

THIS AGREEMENT is made the...^{16th}...day of...^{September}.....2020
BETWEEN THE GOVERNMENT OF THE REPUBLIC OF GHANA (hereinafter called "the
Government") acting by **KWAKU ASOMAH-CHEREMEH**, the Minister of Lands and Natural
Resources (hereinafter called "the Minister") of the one part and and **ROCK-HILL
MINERALS LIMITED** with registered address at **AGYAKOMA PLAZA, DANYAME 1ST
Avenue, KUMASI. P. O. BOX CT KS 1418, ADUM-KUMASI, GHANA** (hereinafter
called "the Company") of the other part.

WHEREAS:

- A. It is Government's policy to take all such steps as it deems appropriate and effective for promoting prospecting for **gold and other minerals** throughout the Republic of Ghana and for mining to ensure that optimum benefits accrue to the nation from the exploitation of its mineral resources; and
- B. In pursuit of this policy Government desires to secure the co-operation of companies which possess the necessary financial, technical and human resources for carrying out mineral operations; and
- C. The Company is desirous of undertaking the mineral operations in furtherance of Government's policies and in accordance with applicable laws and regulations; and
- D. The Company therefore warrants that it has the financial, technical and human resources required for undertaking the mineral operations and has declared itself willing to engage in exploration in Ghana on the understanding that it shall bear the risk of the operations on its own account and upon establishing to the satisfaction of the Government that there are good prospects for undertaking commercial mining operations may apply for and be granted a mining lease subject to the provisions of the Minerals and Mining Act, 2006, (Act 703).

NOW THIS AGREEMENT WITNESSES AS FOLLOWS:

1. GRANT OF PROSPECTING LICENCE

The Government hereby grants unto the Company the right and licence to prospect for and prove **gold and other minerals** under or in the area described in the Schedule hereto and shown on the map which forms part of this Agreement (hereinafter called "the Licensed Area") excluding any parts which shall be relinquished from time to time for a term of **THREE (3) YEARS** from the date of this Agreement with a right of extension as hereinafter provided.

**PROPOSED CONCESSION
FOR ROCK HILL MINERALS LTD.**

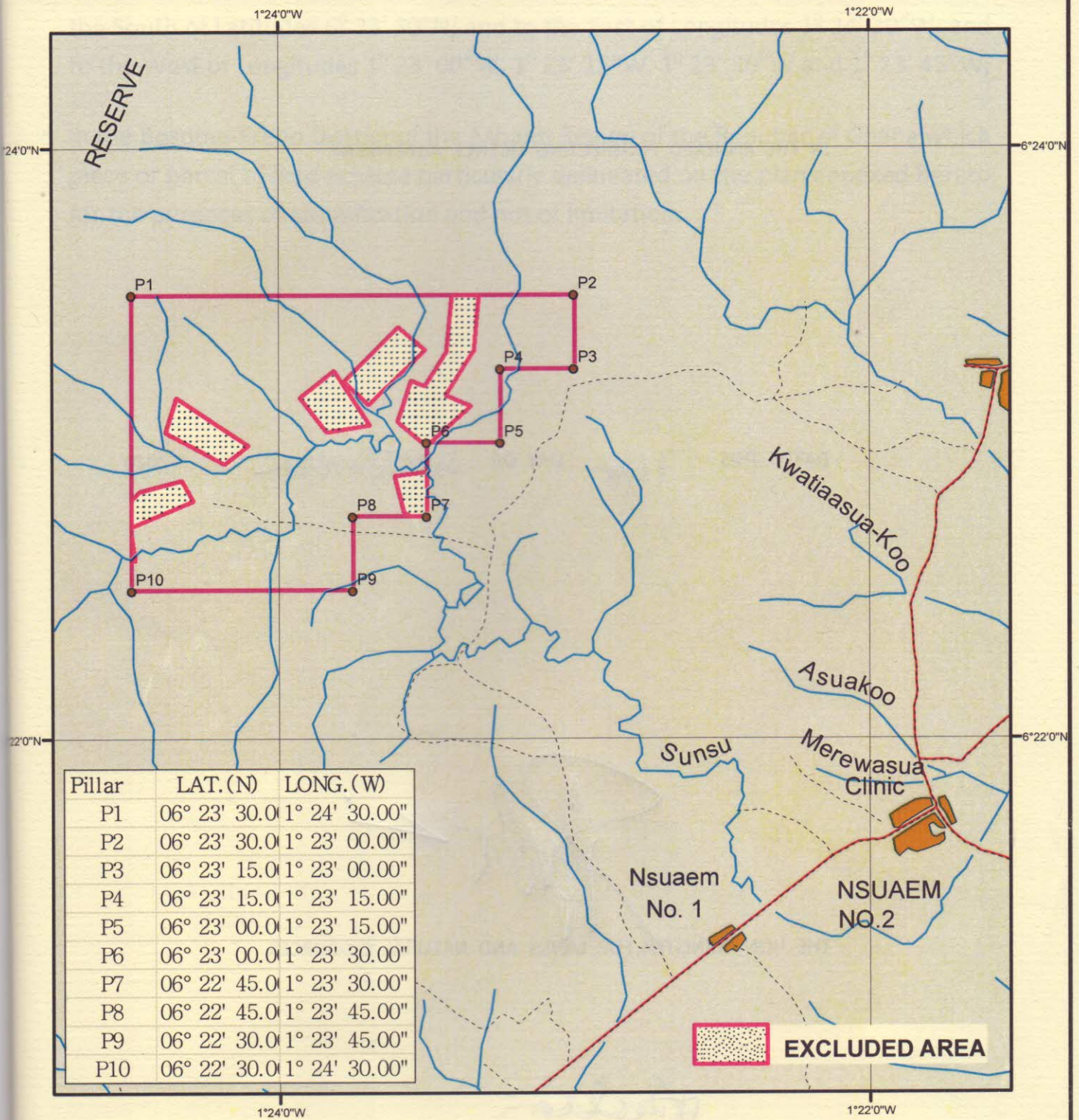
SHWEN EDGED PINK

Scale 1 : 35,000

AREA = 03.78 SQ.KM.OR 18 BLOCKS

TOPO SHEET 0602D1

LOCATION Nsuaem	DISTRICT BOSOME-FREHO	REGION ASHANTI
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Pillar	LAT.(N)	LONG.(W)
P1	06° 23' 30.0"	1° 24' 30.00"
P2	06° 23' 30.0"	1° 23' 00.00"
P3	06° 23' 15.0"	1° 23' 00.00"
P4	06° 23' 15.0"	1° 23' 15.00"
P5	06° 23' 00.0"	1° 23' 15.00"
P6	06° 23' 00.0"	1° 23' 30.00"
P7	06° 22' 45.0"	1° 23' 30.00"
P8	06° 22' 45.0"	1° 23' 45.00"
P9	06° 22' 30.0"	1° 23' 45.00"
P10	06° 22' 30.0"	1° 24' 30.00"

E. K. ZIWU

Licence surveyor

**E KWADZOGA ZIWU
LIC. SURVEYOR 201
P. O. BOX MD 148
MADINA-ACCRA**

IN WITNESS of which the Parties have respectively executed the original and counterparts of this Prospecting Licence on the date first above written.

SIGNED, SEALED AND DELIVERED
ON BEHALF OF THE REPUBLIC OF GHANA:

By **KWAKU ASOMAH-CHEREMEH**, Minister of Lands and Natural Resources, for and on behalf of the Government of Ghana who by his execution warrants to the other party that he is duly authorized and empowered to enter into this Agreement.

Womno Danda

[Signature]
MINISTER
MINISTRY OF LANDS &
NATURAL RESOURCES

IN THE PRESENCE OF:

Muhammad T. ABIBU

MIN. OF LANDS & NATURAL RESOURCES
P.O. BOX M 212, ACCRA

SIGNED, SEALED AND DELIVERED

By EMELIA YAA ANSAH

Managing Director **ROCK-HILL MINERALS LIMITED** who by his execution warrants to the other party that he is duly authorized and empowered to enter into this Agreement.

[Signature]
ROCK-HILL MINERALS LIMITED
P. O. BOX 1418
KUMASI

IN THE PRESENCE OF:

[Signature]
EMMANUEL KWABENA AGYEMANG
DIRECTOR/SECRETARY

Dated this 16th day of September 2020

GOVERNMENT OF THE REPUBLIC OF GHANA

AND

ROCK-HILL MINERALS LIMITED

PROSPECTING LICENCE

TERM: THREE (3) YEARS (RENEWABLE)

COMMENCEMENT: 16/09/2020

EXPIRY DATE: 15/09/2023

FILE NO.: PL.6/441