

**CALENDAR ITEM
C78**

A	56	06/19/14
		W 40972
S	28	V. Perez

**CONSIDER AN APPLICATION FOR A PROSPECTING PERMIT FOR
MINERALS OTHER THAN OIL, GAS, GEOTHERMAL RESOURCES,
AND SAND AND GRAVEL ON STATE SCHOOL LANDS,
RIVERSIDE COUNTY**

APPLICANT:

Green Materials International, LLC
Attn.: Mr. Gary R. Goodson Jr., Agent
9940 Scripps Vista Way, Unit 138
San Diego, CA 92131

AREA, TYPE LAND AND LOCATION:

All of Section 16, T2S, R10E, SBM, Riverside County, containing 640 acres, more or less, of State school lands (SLC Parcel # 232-005).

BACKGROUND:

On February 13, 2014, the California State Lands Commission (Commission) staff received an application from Mr. Gary R. Goodson, Agent of Green Materials International, LLC (Green Materials) to prospect for Rare Earth Elements (REE) on approximately 640 acres of State fee-owned lands. Commission staff deemed the application complete on March 14, 2014.

REE are critical components of sonar, guided missiles, wind turbines, consumer electronics, cell phones, and hybrid vehicle batteries. REE are also essential for achieving California's alternative energy objectives identified in AB 32, the Global Warming Solutions Act of 2006. Although light REE are produced at the Molycorp Mountain Pass facility near Mountain Pass in San Bernardino County, the United States is entirely dependent on foreign sources of heavy REE. Geologic studies, performed by the California Division of Mines and Geology in the 1960s, revealed the presence of the heavy REE monazite and zenotime in the area of the SLC Parcel #232-005 (State parcel).

A prospecting permit is being requested to conduct geological exploration and collection of hand samples on the State parcel to determine if heavy REE are present in commercially viable quantities.

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Mr. Goodson proposes to explore the State parcel with a total of one to three people, working approximately eight (8) hours/day, for ten (10) days. Approximately 250 rock samples will be collected using 30 buckets (five gallons each), a handheld geologic rock hammer, and a handheld Geiger counter. A Geiger counter is an instrument used for measuring ionizing radiation. It will be able to detect thorium, which is a naturally occurring radioactive chemical element found in the minerals monazite and zenotime. All access will be on foot, with the exception of a personal pickup truck on designated roads. There will be no disturbance to any vegetation, or items of historical or archeological significance. The samples will be identified with global positioning system (GPS) coordinates and sent to ALS USA, Inc. in Reno, Nevada, to be analyzed for the presence of REE.

To ensure that the prospecting activities will not affect the desert tortoise, a State and federally threatened species that is likely present on the State parcel, Commission staff has added permit conditions to be included within the Mineral Prospecting Permit as Exhibit C, attached to this Calendar item. These conditions are designed to prevent any harm to desert tortoises, or desert tortoise burrows during the permitted activity.

TERMS OF PROPOSED PROJECT:

The primary term of this mineral prospecting permit shall be one (1) year. The Commission, in its discretion, may extend the term for two additional periods not to exceed one (1) year each. In no event shall the term of any permit exceed (3) three years.

ROYALTY:

Royalty payable under this permit shall be 20 percent (20%) of the gross value of the minerals secured from the permitted area and sold, or otherwise disposed of, or held for sale, or other disposition.

PREREQUISITE CONDITIONS, FEES AND EXPENSES:

1. The required filing fee, processing fee, and acreage deposit have been submitted by the Applicant.
2. The subject parcel is not yet known to contain commercially valuable mineral deposits.

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STATUTORY AND OTHER REFERENCES:

- A. Public Resources Code section Division 6, section 6891
- B. California Code of Regulations, Title 2, section 2200

OTHER PERTINENT INFORMATION:

1. On November 20, 2013, staff conducted a site inspection, took photos of the parcel, and noted specific areas that appeared promising from a mineral exploration perspective.
2. The State parcel is located adjacent to Joshua Tree National Park. Presently, the only access road to the State parcel is a dirt road known as the Utah Trail Route that passes through a corner of Joshua Tree National Park for about one (1) mile. Green Materials may have to secure a Right-of-Way with the National Park Service and may also have to apply to the Bureau of Land Management for access across the remaining public lands leading to the State parcel.
3. In 2012, The U.S. Department of Defense awarded a grant through the United States Geologic Survey to University of California at Santa Barbara to evaluate the mode of emplacement of REE mineralization in Music Valley. The results from that proposed exploration work is expected to be released this summer.
4. This mineral prospecting permit shall not provide for a performance bond or other security device in favor of the State unless and until more intensive prospecting activity is proposed by Green Materials.
5. The Commission staff recommends that the Commission find this activity exempt from the requirements of the California Environmental Quality Act (CEQA) as a categorically exempt project. The project is exempt under Class 6, Information Collection; California Code of Regulations, Title 2, section 2905, subdivision (e)(3).

Authority: Public Resources Code section 21084 and California Code of Regulations, Title 14, section 15300 and California Code of Regulations, Title 2, section 2905.

6. This activity involves lands which have NOT been identified as possessing significant environmental values pursuant to Public Resources Code section 6370 et seq.; however, the Commission has declared that all lands

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are “significant” by nature of their public ownership (as opposed to “environmentally significant”). Since such declaration of significance is not based upon the requirements and criteria of Public Resources Code section 6370 et seq., use classifications for such lands have not been designated. Therefore, the finding of the project’s consistency with the use classification as required by California Code of Regulations, Title 2, section 2954 is not applicable.

7. Royalty payable under any preferential lease, if issued upon the discovery of commercially valuable mineral deposits, shall not be less than ten percent (10%) of the gross value of all mineral production from the leased lands, less any charges approved by the Commission, made or incurred, with regard to the transportation, or processing, of the State's royalty share of production. The determination of the royalty and charges shall be at the discretion of the Commission.

APPROVALS OBTAINED:

Pursuant to Public Resources Code section 6890, the prospecting permit document has been approved by the Office of the Attorney General in compliance with the applicable provisions of the law.

EXHIBITS:

- A. Land Description
- B. Site Map
- C. Prospecting Permit

RECOMMENDED ACTION:

It is recommended that the Commission:

CEQA FINDING:

Find that the activity is exempt from the requirements of CEQA pursuant to California Code of Regulations, Title 14, section 15061 and as a categorically exempt project, Class 6, Information Collection; California Code of Regulations, Title 2, section 2905, subdivision (e)(3).

CALENDAR ITEM NO. **C78** (CONT'D)

AUTHORIZATION:

1. Find that the lands described in the subject permit are not presently known to contain commercially valuable mineral deposits.
2. Authorize the issuance of a Mineral Prospecting Permit, substantially in the form attached as Exhibit C, to Green Materials International, LLC for a primary term of one (1) year for all minerals other than oil, gas, geothermal resources, or sand and gravel on section 16 of Township 2 south, Range 10 east, SBM, in accordance with the specific terms of the prospecting permit. Royalty payable under this permit shall be 20 percent (20%) of the gross value of the minerals secured from the permitted area and sold, or otherwise disposed of, or held for sale, or other disposition.
3. Authorize the Executive Officer, or her designee, to execute any documents necessary and appropriate to implement the Commission's action.

EXHIBIT A

W 40972

LAND DESCRIPTION

That certain parcel of State School Land in Riverside County, State of California, more particularly described as follows:

Section 16, Township 2 South, Range 10 East, San Bernardino Meridian, as shown on that Official U.S. Government Township Plat approved February 11, 1974.

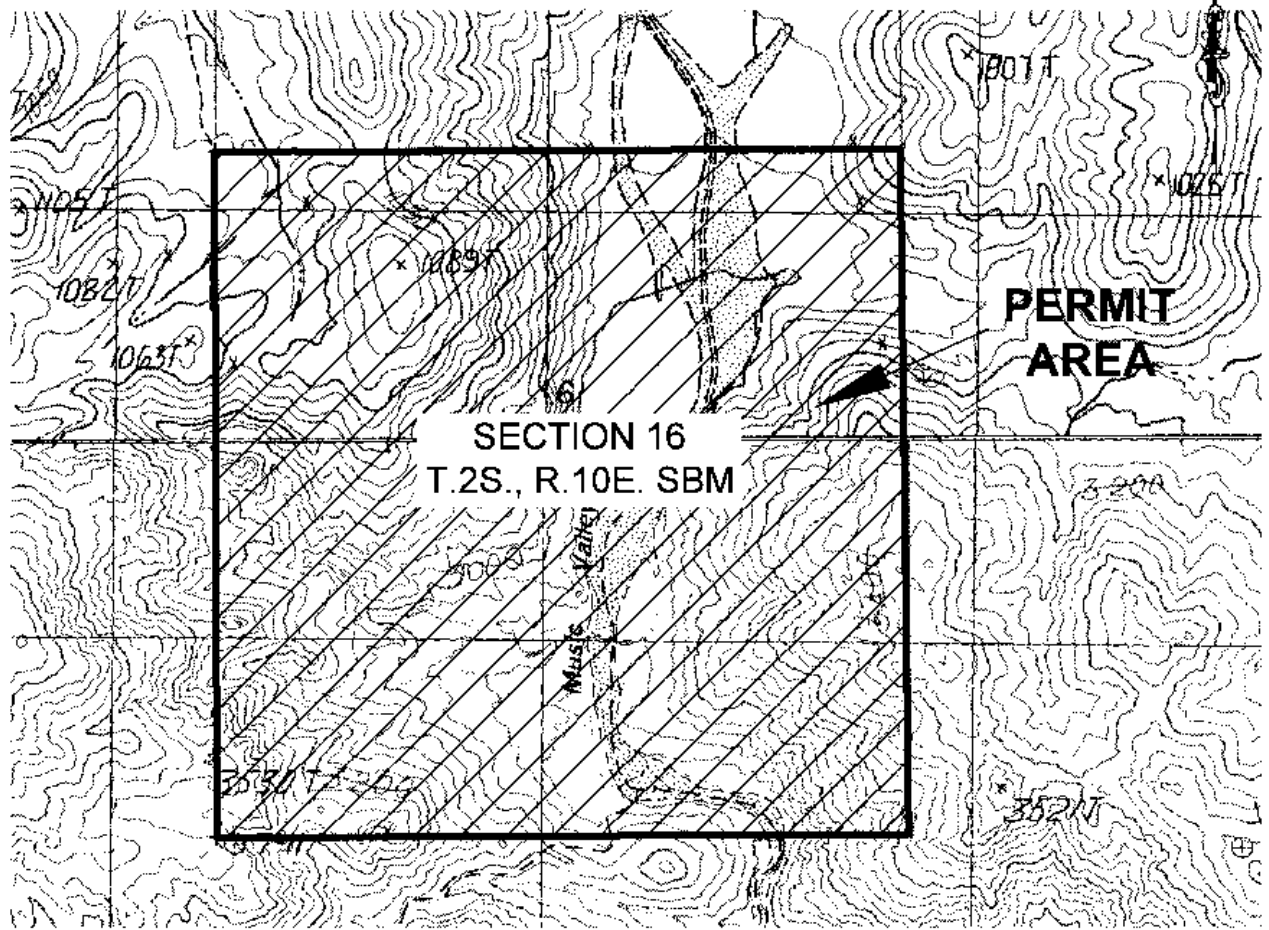
END OF DESCRIPTION

Prepared 04/09/2014 by the California State Lands Commission Boundary Unit.



NO SCALE

SITE



SECTION 16, T.2S., R.10E., SBM

NO SCALE

LOCATION



MAP SOURCE: USGS QUAD

This Exhibit is solely for purposes of generally defining the lease premises, is based on unverified information provided by the Lessee or other parties and is not intended to be, nor shall it be construed as, a waiver or limitation of any State interest in the subject or any other property.

Exhibit B

W 40972

GOODSON

APN 703-040-015

MINERAL PROSPECTING
PERMIT APPLICATION
RIVERSIDE COUNTY



FS 04/09/14

Exhibit C

W 40972
PRC

CALIFORNIA STATE LANDS COMMISSION

MINERAL PROSPECTING PERMIT

Permit to Prospect for Minerals other than Oil, Gas, and Geothermal Resources

This Mineral Prospecting Permit (the "Permit") is made and entered into pursuant to Division 6 of the California Public Resources Code, by and between the State of California, acting through the California State Lands Commission (the "State"), and Green Materials International, LLC ("Permittee"), whose mailing address is: 9940 Scripps Vista Way, Unit 138, San Diego, CA 92131.

The State grants a Mineral Prospecting Permit to Permittee for those certain parcels of State land, designated as the "Permitted Land," situated in the County of Riverside, State of California, and more particularly described as follows:

All of Section 16, T2S, R10E, SBM, Riverside County, containing 640 acres more or less, (SLC Parcel # 232-005, APN # 703-040-015) and subject to any valid easements and rights-of-way particularly described in Exhibit "A".

1. The term of this Permit shall commence on the first day of the month following the month in which it is approved by the State and executed by both the State and Permittee (the "effective date") and shall continue for one (1) year. The State may extend the term of this Permit for no more than two additional periods not to exceed one (1) year each, so that the term of this Permit, including all additional periods, shall not exceed a total of three (3) years.

2. Permittee shall have the exclusive right, subject to the provisions of Paragraph 23(a), to prospect for rare earth elements, and all other minerals except oil, gas, other hydrocarbons, and geothermal resources. Permittee's mineral prospecting activities shall be confined to those information gathering techniques described in Exhibit "B" of this Permit.

3. Categorical Exemption, Class 6, information collection (14 California Code of Regulations section 2905) was issued for this Permit and is on file in the office of the California State Lands Commission. Permittee shall comply with all conditions and limitations on its operations as set forth in Exhibit "B" of this Permit. Any additional activities not specifically allowed in Exhibit "B" will require approval from the State and additional environmental review pursuant to the California Environmental Quality Act (CEQA).

4. Additional provisions which amend, supplement or supplant the

provisions of this Permit are included in Exhibits "B" and "C" of this Permit. If a provision in this Permit is inconsistent with a provision in Exhibit "B" or "C," the provision in Exhibit "B" or "C" shall control.

5. (a)(1) Permittee shall pay to the State a royalty of twenty percent (20%) of the gross value of all minerals produced, extracted, shipped, used or sold under this Permit, until this Permit terminates or is superseded by the issuance of a mineral lease as provided in Paragraph 15. The gross value upon which the royalty rate is based shall not be less than the reasonable fair market value, as fixed by the State, of any mineral resources extracted from the Permitted Land.

(a)(2) Royalties shall be paid on a permit-quarter basis and shall be due and payable by the twenty-fifth (25th) day of the month following the quarter in which the minerals are sold. A permit quarter is a period of three (3) consecutive calendar months, with the first permit quarter being the first three months after the Permit's effective date, and every three-month period thereafter being a permit quarter.

(b) Royalties that are not paid when due shall bear interest from the day following the due date until they are paid at the rate of one and one-half percent (1 1/2%) per month. The State may assess the Permittee a penalty of not more than five percent (5%) of any such royalties that are not paid when due.

(c) All payments required to be made under this Permit shall be made to the State at the address as set forth in Paragraph 6.

6. All notices to be given under this Permit shall be in writing and shall be mailed with the United States Postal Service as registered or certified mail, postage prepaid, return receipt requested, or delivered by a private overnight delivery company against receipt or in person to the parties at the addresses set forth below. All notices shall be effective upon receipt.

To the State: California State Lands Commission
200 OceanGate, 12th Floor
Long Beach, CA 90802-4331

To Permittee: Gary R. Goodson, Jr.
Green Materials International, LLC
9940 Scripps Vista Way, Unit 138
San Diego, CA 92131

The addresses to which notices shall be sent may be changed by written notice given by one party to the other in any manner provided above.

7. Permittee represents to the State by its execution of this Permit that it

is qualified to hold the Permit under Division 6 of the California Public Resources Code. If the State determines that Permittee is not so qualified, this Permit shall terminate automatically, and Permittee shall be liable to the State for all proceeds and/or minerals extracted, produced or sold from the Permitted Land and for all other matters for which it is in default under this Permit.

8. Within ninety (90) days of the effective date of this Permit, Permittee shall mark each corner of the Permitted Land with a substantial monument constructed of rock or wood. Within the same ninety (90) days, Permittee shall post a notice in a conspicuous location on the Permitted Land stating that this Mineral Prospecting Permit has been issued and describing the Permitted Land.

9. Permittee, where authorized by the State, shall safely construct all excavations and shall timber all underground and surface-entry workings, where necessary, in a safe, sufficient manner by applying good mining engineering practice. All operations under this Permit shall be conducted in accordance with approved and accepted mining and exploration methods and practices, and with due regard for the protection of life and property, preservation of the environment and the conservation of natural resources.

10. This Permit is issued subject to all existing valid rights in the Permitted Land at the Permit's effective date. If the Permitted Land has been sold by the State subject to a reserved mineral interest, Permittee shall abide by whatever conditions and limitations are prescribed by law, including California Public Resources Code Section 6401, governing the extraction and production of minerals from and the occupancy and use of the surface of such land.

11. The State reserves whatever right it may have to grant to any person, upon such terms as it may determine, easements, rights of way, permits, leases or other interests in the Permitted Land, including easements for tunnels or wells bored through or in the Permitted Land. However, the State shall not grant interests which unreasonably interfere with or endanger Permittee's operation under this Permit.

12. (a) Permittee shall keep accurate records of its operations under this Permit and shall file with the State no later than the twenty-fifth (25th) day of the month following each permit quarter, a detailed accounting statement for permit operations including, but not limited to, information showing the amount or gross value derived, earned or attributable to all minerals produced, extracted, shipped, used or sold, and the amount of royalty due.

(b) Royalties shall be paid when the accounting statement is submitted.

(c) At the State's request, Permittee shall provide more detailed statements and explanatory materials to aid the State in interpreting and evaluating Permittee's accounting statement.

(d) All accounting statements are subject to audit and revision by the State. Permittee shall allow the State to inspect at all reasonable times all Permittee's books, records and accounts relating to operations under this Permit, including, but not limited to, the development, production, sale, use or shipment of minerals. Permittee waives whatever statutory or other rights it may have to object to such inspection.

13. Permittee shall supply to the State within thirty (30) days of their completion, or the completion of any recorded portion of them, all physical and factual exploration results, logs, surveys and any other data in any form resulting from operations under this Permit or from any surveys, tests or experiments conducted on the Permitted Land by Permittee, or any person or entity acting with the consent of Permittee or with information or data provided by Permittee. Permittee shall supply to the State within thirty (30) days of their completion, or the completion of any recorded portion of them, the results of all geological, geophysical or chemical tests, experiments, reports and studies, interpretive or factual, irrespective of whether the results of such tests, experiments, reports and studies contain sensitive, proprietary or confidential information or trade secrets. Permittee waives whatever rights or objections it might have to prevent disclosure of any such tests, experiments, reports or studies. All such data and documents supplied by Permittee shall be deemed to have been "obtained in confidence" for purposes of California Government Code Section 6254(e), and may be disclosed to other persons only with the written consent of Permittee, or, if after the termination or later expiration of the permit and/or a future preferential lease, upon a determination by the State that their disclosure is in the public interest.

14. Permittee shall comply with all valid laws of the United States and of the State of California and with all valid ordinances of cities and counties applicable to Permittee's operations including, but not limited to, all applicable provisions of the California Public Resources Code and the California Code of Regulations. In its employment practices connected with its operations under this Permit, Permittee shall not discriminate against any person because of race, color, religion, sex, national origin, physical disability, sexual orientation, AIDS or AIDS related condition, marital status or age.

15. Upon establishing to the satisfaction of the State that commercially valuable deposits of minerals have been discovered on the Permitted Land, Permittee shall be entitled to a lease of not more than six hundred forty (640) acres, provided that:

(a) The State's issuance of a lease complies with the provisions of California Public Resources Code Section 6371 relating to California Environmental Quality Act compliance.

(b) Royalty payments to the State for minerals produced, extracted, shipped, used or sold under the mineral lease are to be determined according to the formula set forth in Exhibit "C" of this Permit.

(c) The annual rental under the mineral lease shall be not less than one dollar (\$1.00) per acre. The annual rental shall be due and payable on the anniversary of the effective date of the mineral lease, except the first year's rental which shall be due thirty (30) days after the effective date of the mineral lease.

(d) The right to lease, sell or otherwise dispose of whatever right, title or interest the State has in the surface of the land included within the mineral lease, insofar as the surface is not required by Permittee for its operations under the mineral lease, is reserved to the State.

16. (a) Permittee shall pay, when due, all taxes and assessments lawfully assessed and levied under the laws of the State of California and of any political subdivision of the State of California, and of the United States of America, against any and all improvements, property or assets of Permittee situated upon the Permitted Land, or other rights of Permittee arising out of the Permit. Such taxes include possessory interest taxes imposed by a city or county on the permitted interest. The payment of any such taxes by Permittee shall not reduce the amount of consideration due the State under this Permit.

(b) Permittee understands that the permitted interest, and if a mineral lease is ultimately issued, the leasehold interest, may be a possessory interest subject to property taxation, and that Permittee is responsible for paying all property taxes levied on such possessory interests as provided above.

17. At all times and with respect to all operations under this Permit, Permittee shall carry worker's compensation insurance fully covering all its employees.

18. If Permittee is not the surface owner of the Permitted Land, then at the expiration or sooner termination of this Permit, Permittee shall surrender possession of the Permitted Land with all improvements, structures and fixtures in good order and condition, or the State may require Permittee, at its own cost, to remove, within ninety (90) days, designated improvements, structures and fixtures that were put on the Permitted Land by Permittee, and restore the Permitted Land to the extent and in the manner specified by the State.

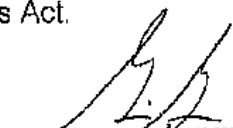
19. Permittee may at any time make and file with the State a written quitclaim or relinquishment of all rights under this Permit, pursuant to California Public Resources Code Section 6804.1. The quitclaim or relinquishment shall be effective as of the date of its filing, subject to the continued duty of Permittee to comply with all permit obligations that have accrued prior to such filing.

20. (a) Permittee shall indemnify, save harmless and, at the option of the State, defend, except in matters involving title, the State of California, its officers, agents and employees, against any and all claims, demands, causes of action, or liability of any kind which may be asserted against or imposed upon the State of California, or any of its officers, agents or employees, by any third person or entity arising out of or

connected with Permittee's operations under this Permit, or the use by Permittee or its agents, employees or contractors of the Permitted Land. Without limiting the generality of the foregoing, such indemnification shall include any claim, demand, cause of action or liability of any kind asserted against or imposed upon the State of California, or any of its officers, agents or employees, arising out of or connected with any alleged or actual violation by Permittee, its agents, employees or contractors, of the property or contractual rights of any third person or entity. This provision shall not be construed to require Permittee to indemnify the State for any alleged negligence or other wrongful act of the State, or any of its officers, agents, or employees, except to the extent that such negligence or other wrongful act is alleged to consist of the issuance of this Permit, the adoption and enforcement of the provisions of the Permit or the failure of the State to enforce adequately any such provisions.

(b) At the option of the State, Permittee shall procure and maintain liability, property damage or other insurance for the benefit of the State in an amount satisfactory to the State.

(c) Permittee is advised that the Permitted Lands may contain underground workings in the form of shafts, adits or other features from past mineral exploration and development. By initialing below, Permittee acknowledges the existence of such mine workings and that such workings may pose numerous dangers to Permittee's health and safety while working in their vicinity or by entering them, assumes all risk of injury by entering and working within such mine workings, and agrees to hold harmless the State to the extent described in paragraph (a) above. Permittee shall not disturb timbers within a mine or structures and features appurtenant to a mine such as headframes, miners' cabins, refuse dumps, and old bottles that may be of historic value and protected under the Antiquities Act.



Permittee Initials

21. Historic resources found within the Permitted Land are not to be disturbed. Generally, anything found on the Permitted Land that is artificial or not naturally occurring and is estimated to be over forty-five (45) years old may be a historic resource. Historic resources that may be found within the Permitted Land may include, but are not limited to, mining camps, cabins, refuse dumps, structures, mines, treasure troves of previously mined ore, headframes, timbers, bottles, and cans. Native American artifacts including, but not limited to, projectile points (arrowheads), spear points, all other stone artifacts (including flakes), cairns, pottery, petroglyphs, pictographs, baskets, shell, and bead items, shall be left undisturbed. If resources are discovered that may be considered historic, please take a photograph and provide GPS coordinates if possible, and report the discovery to your contact at the State Lands Commission for further guidance.

22. Before discovery of a commercially valuable deposit of minerals, the State may cancel this Permit upon the failure of Permittee, after thirty (30) days' written

notice and demand for performance, to exercise due diligence and care in the prosecution of the mineral prospecting work in accordance with the terms and conditions of this Permit. After discovery of a commercially valuable deposit of minerals, the State may cancel this Permit only upon the failure of Permittee, after ninety (90) days' written notice and demand for performance, to comply with any of the provisions of this Permit.

23. (a) The State reserves the right to issue additional exploratory rights, permits and leases on and in the Permitted Land for the purpose of exploring for, prospecting for or extracting oil, gas, other hydrocarbons, geothermal resources, and any other mineral resources specifically excluded from this Mineral Prospecting Permit, provided that the activities conducted under such additional exploratory rights, permits or leases do not unreasonably interfere with or endanger Permittee's operation under this Permit. The reserved exploratory rights shall include, but are not limited to, the right to conduct surveys, tests or experiments using any geological, geophysical, geochemical or other method, including core drilling, for the purpose of determining the presence of such mineral resources on or in the Permitted Land. Permittee shall allow the State, the State's permittees or lessees, and any other persons authorized by the State, at such party's sole risk and expense, to enter upon the Permitted Land in order to conduct such exploratory, prospecting and extraction activities.

(b) The State, or persons authorized by the State, shall have the right to go upon the Permitted Land at all reasonable times for the purposes of inspecting the Permitted Land and Permittee's operations, placing signs upon the property, responding to a fire, taking police action and protecting the premises. Entry by the State, or by persons authorized by the State, shall not give Permittee any right to charge the State or subject the State to liability for any loss of occupation or quiet enjoyment.

24. The obligations imposed upon Permittee under this Permit shall be suspended when Permittee is prevented from complying with them by wars, riots, acute and unusual labor or material shortages, acts of God, laws, rules and regulations of any federal, state, county or municipal agency, or by other unusual conditions that are beyond the control of Permittee.

25. Permittee shall perform all work under this Permit with due regard for the preservation of the Permitted Land and the environmental impact of its operations in accordance with the following terms and conditions:

(a) Permittee shall landscape and/or fence all permanent operation sites to screen them from public view to the maximum extent possible. The landscaping or fencing shall be done at the direction of the State and shall be kept in good condition.

(b) Permittee shall conduct all its operations under this Permit in a manner that will eliminate, as far as practicable, dust, noise, vibration and noxious odors. Permittee shall keep operating sites neat, clean and safe and shall control dust to prevent its widespread deposition. Permittee shall remove promptly all materials determined by

the State to be detrimental to vegetation that are deposited on trees and other vegetation.

(c) Permittee shall conduct all operations disturbing the soil surface, including, but not limited to, road building, construction of facilities and movement of heavy equipment, in a manner that will not result in unreasonable damage to trees and plant cover, soil erosion or degradation of waters of the State, including fish and aquatic life habitats.

(d) Permittee shall maintain existing roads and bridges upon or serving the Permitted Land in a condition equal to or better than that existing before Permittee's commencement of use. Permittee shall locate, construct and maintain new roads and bridges on the Permitted Land in accordance with State specifications. Permittee shall protect from damage, and replace when damaged by Permittee, all improvements, structures, telephone lines, trails, ditches, pipelines, water developments, fences and other property of the State, or of other permittees of the State, and permanent improvements, including crops, of the surface owner(s). Permittee shall control the public's access to the production site to prevent accidents or injury to persons and property.

(e) Permittee shall pond drilling mud in a safe manner and place, and when required by the State, shall post the area with warning signs and fence it to protect persons, domestic animals and wildlife. Permittee shall keep all drilling areas cleared and graded, and shall keep production facility sites to a reasonable number and size, as directed by the State. Permittee shall keep noise levels to a minimum during all operations and equip all internal combustion engines with mufflers or silencers. All noise level measurements shall be made in conformity with standards prescribed by the State.

(f) The above obligations are in addition to and not limits upon all rules, regulations, restrictions, mitigation measures and other measures to which Permittee is subject that are designed to restrict, limit, modify or minimize the environmental impact of the operations under this Permit.

26. If Permittee fails to comply with any of the provisions of this Permit or with any regulations or laws applicable the operations under this Permit, the State may cancel this Permit following ninety (90) days' written notice to Permittee setting forth the grounds for the cancellation. If this Permit is cancelled, Permittee shall still comply with the conditions specified in Paragraph 18 for surrendering the Permitted Land.

27. The State's waiver of any default or breach of any term, covenant or condition of this Permit shall not constitute a waiver of any other default or breach whether of the same or any other term, covenant or condition, regardless of the State's knowledge of such other defaults or breaches. The acceptance by the State of any monies due under this Permit shall not constitute a waiver of any preceding default or breach, other than the failure of Permittee to pay the particular monies accepted, nor shall acceptance of monies after termination of this Permit constitute a reinstatement, extension or renewal of this Permit.

28. The covenants and conditions in this Permit shall apply to and bind the heirs, successors, executors, administrators and assigns of the parties.

29. As provided in California Public Resources Code Section 6804, Permittee may assign, sublease or transfer this Permit or any interest in it with the prior written approval of the State. The consent to the transfer of any interest in this Permit shall not be deemed a consent to any subsequent assignment, sublease, occupancy or use by another person. Any assignment, sublease or transfer without the State's consent, whether voluntary or by operation of law, shall be void and transfer no rights to the purported transferee. This provision shall not prevent Permittee from subcontracting parts of the work to be performed under this Permit without State approval, so long as Permittee remains fully responsible to the State. Upon approval of any assignment, sublease or transfer, the assignee, sublessee or transferee shall be bound by the terms of this Permit to the same extent as if such transferee were the original Permittee, any conditions in the assignment, sublease or transfer to the contrary notwithstanding.

30. Permittee acknowledges that any amendment to the permit to expand prospecting to include more intensive activities such as drilling, trenching or bulk sampling, will require a performance bond or other security device acceptable to the State.

31. This permit is issued pursuant to the State's fee title interest which vested upon the acceptance of a boundary survey of the permitted land by the Bureau of Land Management on February 11, 1974. The rights granted within the Permit are consistent with the State's ownership rights in the permitted land.

32. If any provision of this Permit is judicially determined to be invalid, it shall be considered deleted from this Permit and shall not invalidate the remaining provisions.

33. Time is of the essence in this Permit.

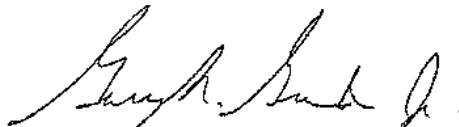
This agreement shall become binding only when it is approved by the State and is duly executed by the State and by Permittee.

CALIFORNIA STATE LANDS COMMISSION

Dated: _____

MARINA VOSKANIAN, CHIEF
MINERAL RESOURCES MANAGEMENT
DIVISION

PERMITTEE*



Dated: 5-27-2014

By: GARY R. GOODSON JR.

PRINCIPAL OF G.M.I. LLC
Title

9940 SCRIPPS VISTA WAY, UNIT 13
Address

San Diego, CA 92131
City and State

Notarized copy avail. 5/28/14 @ 3:00 pm
h/z

* In executing this document, corporations shall provide a certified copy of the resolution or other document authorizing the execution of this document on behalf of the corporation.

Approved as to form:
Kamala D. Harris
Attorney General, State of California

By: 

Deputy Attorney General

EXHIBIT "A"

W 40972

LAND DESCRIPTION

That certain parcel of State School Land in Riverside County, State of California, more particularly described as follows:

Section 16, Township 2 South, Range 10 East, San Bernardino Meridian, as shown on that Official U.S. Government Township Plat approved February 11, 1974.

END OF DESCRIPTION

Prepared 04/09/2014 by the California State Lands Commission Boundary Unit.



EXHIBIT "B"

(Additions, Deletions and Modifications)

Mineral prospecting will be for rare earth minerals on approximately 640 acres of 100% percent State fee lands. Mineral prospecting activities authorized under this Permit shall be limited to field work involving rock chip sampling and utilizing hand tools. Exploratory drilling is not authorized by this Permit. Approximately 250 rock samples, with each sample weighing about 1.5 pounds each, from the State's parcel, may be removed and delivered to the lab for analyzing. No other surface disturbance is authorized. Vehicle access shall be limited to existing roads and jeep trails. Additional access shall be on foot.

To insure the prospecting will not have any effect on the threatened desert tortoise, which is expected to be present on the parcel, Permittee shall adhere strictly to the following conditions:

1. Permittee shall not bring dogs or firearms onto the site.
2. Permittee will use no more than two vehicles, to be used only on established roads, and observe a 15 mile per hour speed limit. The vehicles shall be in proper working order and free of any fluid leaks to ensure tortoise do not ingest harmful fluids.
3. Permittee shall not touch or handle any tortoises.
4. Permittee shall check under and around any parked vehicle prior to moving the vehicle. If a tortoise is under it, the vehicle shall not be moved until the tortoise leaves the vicinity of the vehicle.
5. Permittee shall not take samples from rock piles that could reasonably be sheltering a tortoise or burrow.
6. If any tortoise or burrow is spotted on State land, Permittee shall not pursue activities within a 25 foot radius of the animal or burrow.
7. Permittee shall contain all trash, litter and debris and remove them from the site to avoid attracting predators such as ravens or coyotes. Additionally, Permittee shall not leave on the site any rope, cord, twine or other material that may entangle tortoise.

Any leasing of the Permitted Land for mineral resource development under California Public Resources Code Section 6895, or any change in mineral prospecting activities from those permitted above, including any proposed exploratory drilling program, will require preparation of appropriate environmental documentation in accordance with the

provisions of the California Environmental Quality Act (CEQA). Such leasing, or change in mineral prospecting activities, shall not be allowed unless and until all necessary environmental approvals of the proposed mineral resource development or change in mineral prospecting activities are obtained from the California State Lands Commission and from responsible agencies under California Public Resources Code Section 21002.1. It is understood that after considering such documentation, the California State Lands Commission, or a responsible agency, may disapprove such leasing or other mineral prospecting activities, or require certain mitigation measures on grounds that one or more significant effects on the environment would occur if leasing or any change in permitted mineral prospecting activities were allowed.

Neither the existence of this Permit nor any reliance by Permittee upon this Permit shall in any way affect the discretion of the California State Lands Commission or any other public agency in giving or denying such environmental approvals or in imposing any appropriate mitigation measures. The denial of such approvals or the imposition of such mitigation measures by the California State Lands Commission or any other public agency shall not be a force majeure condition under Paragraph 23 of this Permit or a basis for damages or any other claim against the State or any other public agency.

The provisions of this Exhibit "B" shall prevail over any and all other provisions of this Permit that are contrary to or inconsistent with them.

EXHIBIT "C"

(Preferential Lease Royalty Formula)

Royalty payable under any preferential State Mineral Extraction Lease issued hereunder shall not be less than ten percent (10%) of the gross value of all mineral production from the Leased Land, less any charges approved by the California State Lands Commission made or incurred with respect to transporting or processing the State's royalty share of production. The determination of the royalty and charges shall be at the discretion of the California State Lands Commission and as set forth in the State Mineral Extraction Lease.