

FIRST AMENDING AGREEMENT

This First Amending Agreement is dated for reference July 25, 2014.

Inexco Mining Corp. (the "Optionee")
Suite 1330, 1075 West Georgia Street, Vancouver, BC V6E 3C9

and

Rich River Exploration Ltd.
PO Box 131
Grindrod, BC
V0E 1Y0

Craig Alvin Lynes
31 Violet Road, PO Box 131
Grindrod, BC
V0E 1Y0

(the "Optionor")

("Lynes")

We refer to that certain amended and restated option agreement dated June 16, 2014, made between the Optionee, the Optionor and Lynes (the "Option Agreement") and to our mutual agreement to amend the Option Agreement as hereinafter provided.

For valuable consideration, the receipt and sufficiency of which are expressly acknowledged by each of us, the Optionee, the Optionor and Lynes hereby agree as follows:

1. In Paragraph 1 of the "Grant of Option and Consideration" section of the Option Agreement the phrase "the Optionee agrees to pay to the Optionor a total of \$75,000" is hereby deleted in its entirety and the following is substituted therefor:

"the Optionee agrees to pay to the Optionor a total of \$65,000".

2. In Subparagraph (A)(b) of Paragraph 1 of the "Grant of Option and Consideration" section of the Option Agreement is hereby deleted in its entirety and the following is substituted therefor:


"b) a further \$15,000 upon the date of listing (the "Listing Date") of the Optionee's common shares on a recognized stock exchange (the "Exchange");"

3. The foregoing amendment to the Option Agreement shall be deemed to be effective as of and from July 25, 2014.

4. Any terms and expressions used herein but not expressly defined herein shall have the same meanings as set out in the Option Agreement.

5. Subject to the foregoing amendment to the Option Agreement, the parties hereto hereby ratify and confirm the Option Agreement and agree to be bound by the terms thereof as amended hereby.

Inexco Mining Corp.

Per: 

Authorized Signatory

Rich River Exploration Ltd.

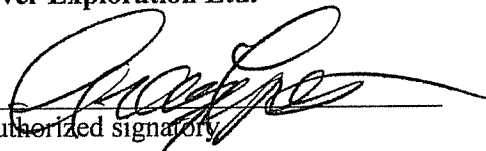
Per: _____
Authorized signatory

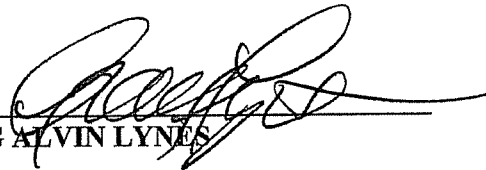
CRAIG ALVIN LYNES

Inexco Mining Corp.

Per: _____
Authorized Signatory

Rich River Exploration Ltd.

Per:  _____
Authorized signatory

 _____
CRAIG ALVIN LYNES