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**LEXINGTON SILVER LEAD MINES, INC.
SPECIAL MEETING OF DIRECTORS
MAY 14, 2001**

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SECRETARY OF STATE
STATE OF IDAHO

A special meeting of Directors was called by Mr. Paul A. Hatfield, President. The purpose being appointing new Directors until a special or annual meeting of shareholders can vote on the new Directors. The meeting took place on May 14, 2000 at 2:10 P. M., PDT, by phone conference.

Participating at the Special Meeting of Directors and were all of the Directors and Officers:

**P. A. HATFIELD, PRESIDENT
S. A. ROBINSON, VICE PRESIDENT
D.M. PRATER, SECRETARY**

Consents to become Directors were submitted by the following candidates, attached, with considerable mining experience were accepted by unanimous vote:

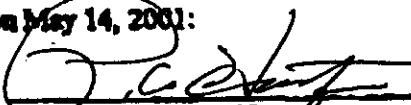
**WILLIAM L. CAMPBELL, JR.
FRED C. HAHN
TRAVIS W. CAMPBELL**

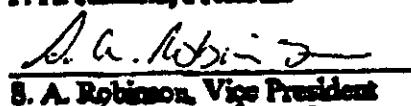
After the appointment of the new Directors, the old Directors, Mr. Hatfield, Mrs. Robinson, and Mrs. Prater resigned from the Board of Directors.

The new mailing address will be:

**Lexington Silver Lead Mines, Inc.
c/o William L. Campbell, Jr.
905 N. Pine Road, #A
Spokane, Washington 99206-4932**

By Order of the Board of Directors on May 14, 2001:


P. A. Hatfield, President


S. A. Robinson, Vice President


D. M. Prater, Secretary

LEXINGTON SILVER LEAD MINES, INC.

Directorship Resignation

I, D. M. Prater, hereby resign as a Director and Officer of Lexington Silver Lead Mines, Inc.

Yours very truly,



D. M. Prater

Address: P. O. Box 7407
Great Falls, Montana 59406

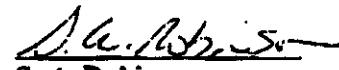
Date: May 14, 2001

LEXINGTON SILVER LEAD MINES, INC.

Directorship Resignation

I, S. A. Robinson, hereby resign as a Director and Officer of LEXINGTON SILVER LEAD MINES, INC.,

Yours very truly,


S. A. Robinson

Address: 2212 Wabash Circle
Sparks, Nevada 89434

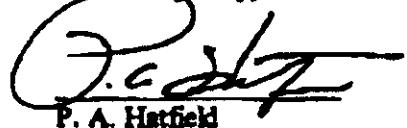
Date: May 14, 2001

LEXINGTON SILVER LEAD MINES, INC.

Directorship Resignation

I, P. A. Hatfield, hereby resign as a Director and Officer of Lexington Silver Lead Mines, Inc.

Yours very truly,



P. A. Hatfield

Address: 5005 N. Keller Road
Spokane, Washington 99216

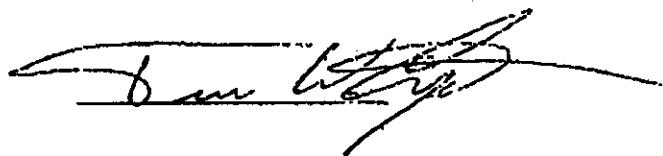
Date: May 14, 2001

LEXINGTON SILVER LEAD MINES, INC.

Directorship Consent

I, Travis W. Campbell, hereby consent to act as a Director of LEXINGTON SILVER LEAD MINES, INC., until the next annual election or until such time I revoke my consent, whichever is later.

Yours very truly,



Address: 905 N. Pines Rd.

Spokane, Washington 99206

Date: 5/10/01

LEXINGTON SILVER LEAD MINES, INC.

Directorship Consent

I, Fred C. Rahn, hereby consent to act as a Director of LEXINGTON SILVER LEAD MINES, INC., until the next annual election or until such time I revoke my consent, whichever is later.

Yours very truly,

Fred C. Rahn

Address: 905 N. Pines Rd.

Spokane, Washington 99206

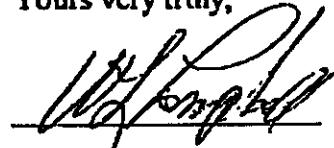
Date: 5/10/01

LEXINGTON SILVER LEAD MINES, INC.

Directorship Consent

I, W.L. Campbell, hereby consent to act as a Director of LEXINGTON SILVER LEAD MINES, INC., until the next annual election or until such time I revoke my consent, whichever is later.

Yours very truly,



Address: 905 N. Pines Rd.

Spokane, Washington 99206

Date: 5/10/01