

EXHIBIT B

PRC 5995.1

STATE OF CALIFORNIA
STATE LANDS COMMISSION

AMENDMENT

THIS AMENDMENT is entered into by the State of California, acting by and through the State Lands Commission, herein referred to as "State", and Western Metals Corporation, herein referred to as "Western".

The California State Lands Commission issued Oil and Gas Lease No. PRC 5995.1 to Casex Company and Seahawk Oil International, Inc. on April 29, 1981. Through a series of corporate mergers, name changes and assignments, the current lessee is LOTO Energy II, LLC. LOTO Energy II, LLC has requested that the State Lands Commission approve the assignment of lease PRC 5995.1 to Western.

The State Lands Commission has determined that it is in the State's best interest to make certain modifications to the terms of each of the leases in connection with its approval of the assignment.

The State and Western do hereby agree that Paragraph 35 of State Oil and Gas Lease PRC 5995.1 is hereby added to the existing terms and conditions of said leases:

Lessee agrees to enter into a State Standard Reimbursable Agreement to reimburse the State for the reasonable and necessary costs incurred for the administration and implementation of the terms and conditions of this lease (including but not limited to engineering review, royalty verification and/or audit, reservoir and geologic review, annual lease reviews, and for staff time or expenses expended to ensure lease operations conform to the terms of the Lease and to the State's rules and regulations). This "Management Fee" shall commence on April 1, 2008, that shall not exceed two thousand dollars (\$2,000) for the first year, and the "not to exceed" amount will increase by three percent (3%) per year, with the increase taking effect annually on April 1st of each successive year of the Lease.

It is further agreed that all other terms and conditions of said Lease are to remain unchanged and in full force and effect.

This Amendment to the Lease will become binding only when duly executed on behalf of the State of California by and through the State Lands Commission of the State of California.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the date hereafter affixed.

Western Metals Corporation

**State of California
State Lands Commission**

By: _____
(Signature)

By: _____
(Signature)

(Name of Officer)

Paul B. Mount II, P.E.

(Name of Officer)

(Title)

Chief, Mineral Resources Management

(Title)

Date: _____

Date: _____

ATTEST

ATTEST