

SPECIAL WARRANTY DEED

THIS SPECIAL WARRANTY DEED, made as of December 23, 1991, is from NEWMONT GOLD COMPANY, a Delaware corporation ("Grantor"), whose address is One United Bank Center, 1700 Lincoln Street, Denver, Colorado 80203, to HIGH DESERT MINERAL RESOURCES OF NEVADA, INC., a Nevada corporation ("Grantee"), whose address is P.O. Box 2008, Elko, Nevada 89801.

Recitals

Grantor and Grantee are parties to the Option Agreement dated as of November 6, 1991 (the "Option Agreement"), pursuant to which Grantee granted to Grantor an option to acquire an interest in the patented and unpatented mining claims, leasehold interests, water rights, contract rights and samples, data and information identified in Exhibit A thereto (hereinafter collectively referred to as the "High Desert Properties") and to enter into a joint venture agreement with Grantee, pursuant to which Grantor and Grantee would explore, develop, and mine the High Desert Properties.

Pursuant to Section 3.2(k) of the Option Agreement and Section 5.1 of the Newmont Gold and High Desert Venture Agreement dated as of December 23, 1991 between Grantor and Grantee (the "Venture Agreement"), Grantor is to contribute to the purposes of the Venture Agreement those portions of the unpatented mining claims identified in Exhibit A hereto (such claims are hereinafter collectively referred to as the "Properties") to the extent the Properties include land which is also included within the boundaries of any of the unpatented mining claims identified in Exhibit B hereto, and only to such extent.

Grantor exercised its option under the Option Agreement on December 6, 1991. Pursuant to Grantor's exercise of the option, and pursuant to Section 3.2(k) of the Option Agreement and Section 5.1 of the Venture Agreement, Grantor desires to grant to Grantee an undivided 40% interest in the Properties to the extent the Properties include land which is also included within the boundaries of any of the unpatented mining claims identified in Exhibit B hereto, subject to Grantee's contribution of such interest to the Newmont Gold and High Desert Venture as required under the Venture Agreement.

Deed

In consideration of the conveyance by Grantee to Grantor of an undivided 60% interest in the High Desert Properties,

BOOK 230 PAGE 444

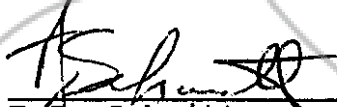
the execution and delivery by the parties of the Venture Agreement and other good and valuable consideration, Grantor hereby grants to Grantee subject to the Venture Agreement an undivided 40% interest in the Properties, together with a corresponding undivided interest in all improvements of every kind and character situated thereon, subject to the reservation described below.

TO HAVE AND TO HOLD such undivided 40% interest in the Properties, together with all appurtenances thereto, unto Grantee, and its successors and assigns forever, subject to the reservation described below and the obligation of Grantee to contribute such undivided 40% interest in the Properties to the Newmont Gold and High Desert Venture pursuant to the Venture Agreement. It is the intent of Grantor and Grantee that this Special Warranty Deed be given effect after the Special Warranty Deed dated as of December 23, 1991 from Newmont Exploration Limited to Grantor and prior to the contribution by Grantee of such undivided 40% interest to the Newmont Gold and High Desert Venture.

THIS SPECIAL WARRANTY DEED IS MADE WITHOUT REPRESENTATION OR WARRANTY OF ANY KIND, EXPRESS, IMPLIED OR STATUTORY, except that Grantor, for itself and its successors and assigns, warrants to and agrees with Grantee, and its successors and assigns, that the Properties are free and clear of all claims, liens, security interests, burdens, and encumbrances, of any kind or nature, created by, through or under Grantor, and Grantor shall warrant and forever defend the title of Grantee, its successors and assigns, to the Properties against all persons now or hereafter claiming an interest therein by, through or under Grantor.

Grantor hereby RESERVES AND EXCEPTS in favor of itself, its successors and assigns forever, those portions of the Properties not including land which is also included within the boundaries of any of the unpatented mining claims identified in Exhibit B hereto. Grantor intends that the interest herein reserved and excepted shall not merge with any other interest in the Properties owned by Grantor.

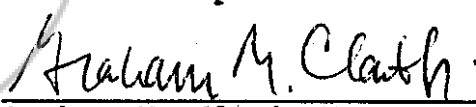
ATTEST:



T.J. Schmitt,
Secretary

(SEAL)

NEWMONT GOLD COMPANY,
a Delaware corporation

By: 

Graham M. Clark, Jr.,
Senior Vice President and
General Counsel

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

On this 23rd day of December, 1991, before me the undersigned, a notary public in the City and County of Denver in the State of Colorado duly commissioned and sworn, personally appeared Graham M. Clark, Jr. and T.J. Schmitt, known or proved to me to be the persons who, respectively, executed and attested to the above Special Warranty Deed, in their respective capacities as Senior Vice President and General Counsel and Secretary of Newmont Gold Company, a Delaware corporation, on behalf of said corporation.

Mary Kay Waggoner
Notary Public

My commission expires:

Sept. 24, 1995

(SEAL)



Exhibit A
To
Special Warranty Deed
from
Newmont Gold Company
to

High Desert Mineral Resources of Nevada, Inc.

As used in the Special Warranty Deed to which this Exhibit A is attached, "Properties" means the following unpatented lode mining claims and all amended locations, amended and additional locations and relocations thereof:

Township 35 North, Range 50 East of the
M.D.B.&M., Eureka County, Nevada

<u>Claim</u>	<u>Location Certificate</u> <u>Recording Data</u>		<u>BLM Serial</u> <u>Number</u>
	<u>Book</u>	<u>Page</u>	
Chevas 1	54	530	87172
Chevas 2	54	531	87173
Chevas 3	54	532	87174
Chevas 4	54	533	87175
Chevas 5	54	534	87176
Chevas 8	54	537	87179
Chevas 9	54	538	87180
Chevas 10	54	539	87181
Chevas 38	78	56	136795
Chevas 39	78	57	136796
Chevas 40	78	58	136797
Chevas 41	78	59	136798
CG 19	47	96	87227
CG 20	47	97	87228
CG 21	47	98	87229
CG 22	47	99	87230
CG 23	47	598	87235
CG 28	47	599	87236
CG 29	47	600	87237
CG 30	47	601	87238
CG 33	47	604	87241
CG 34	47	101	87242
CG 35	47	102	87243
CG 36	47	103	87244

Exhibit B
To
Special Warranty Deed
from
Newmont Gold Company
to
High Desert Mineral Resources of Nevada, Inc.

A. UNPATENTED CLAIMS.

Township 35 North, Ranges 50 and
51 East of the M.D.B. & M.,
Eureka County, Nevada

<u>Claim</u>	<u>Location Certificate Recording Data</u>		<u>BLM Serial Number(s)</u>
	<u>Book</u>	<u>Page</u>	
Hill Top	C	232	
Hill Top (Amended)	10	104	N-MC-11231
Hill Top No. 1	C	233	
Hill Top No. 1 (Amended)	10	106	N-MC-11232
Hill Top No. 2	C	234	
Hill Top No. 2 (Amended)	10	108	N-MC-11233
Hill Top Fraction	C	428	
Hill Top Fraction (Amended)	10	110	N-MC-11234
Hill Top Fraction No. 1	C	429	
Hill Top Fraction No. 1 (Amended)	10	112	N-MC-11235
Hill Top Fraction No. 2	9	484	N-MC-11228
Hill Top Fraction No. 3	9	486	N-MC-11229
Hill Top Fraction No. 4	9	488	N-MC-11230
Joe	73	367	N-MC-92823
Don	73	368	N-MC-92824
Big Jim	O	45	N-MC-11196
Big Jim No. 1	O	46	N-MC-11197
Big Jim No. 2	O	47	N-MC-11198
Big Jim No. 3	O	48	N-MC-11199
Big Jim No. 4	O	49	N-MC-11200
Big Jim No. 5	O	50	N-MC-11201
Big Jim No. 6	O	51	N-MC-11202
Big Jim No. 7	O	52	N-MC-11203
Big Jim No. 8	O	53	N-MC-11204

<u>Claim</u>	<u>Location Certificate</u> <u>Recording Data</u>		<u>BLM Serial</u> <u>Number(s)</u>
	<u>Book</u>	<u>Page</u>	
Big Jim No. 9	0	54	N-MC-11205
Big Jim No. 10	0	55	N-MC-11206
Big Jim No. 11	0	56	N-MC-11207
Big Jim No. 12	0	57	N-MC-11208
Big Jim No. 13	0	58	N-MC-11209
Big Jim No. 14	0	59	N-MC-11210
Big Jim No. 15	0	60	N-MC-11211
Big Jim No. 16	0	61	N-MC-11212
Big Jim No. 17	0	62	N-MC-11213
Big Jim No. 18	0	63	N-MC-11214
Big Jim No. 19	0	64	N-MC-11215
Big Jim No. 20	0	65	N-MC-11216
Big Jim No. 21	0	66	N-MC-11217
Big Jim No. 22	0	67	N-MC-11218
Big Jim No. 23	0	68	N-MC-11219
Big Jim No. 24	0	69	N-MC-11220
Big Jim No. 25	0	70	N-MC-11221
Big Jim No. 26	0	71	N-MC-11222
Big Jim No. 27	0	72	N-MC-11223
Big Jim No. 28	0	73	N-MC-11224
Big Jim No. 29	0	74	N-MC-11225
Big Jim #30	71	111	N-MC-72757
Big Jim #31	71	112	N-MC-72758
Cracker Jack	0	23	N-MC-11174
Cracker Jack No. 1	0	24	N-MC-11175
Cracker Jack No. 2	0	25	N-MC-11176
Cracker Jack No. 3	0	26	N-MC-11177
Cracker Jack No. 4	0	27	N-MC-11178
Cracker Jack No. 5	0	28	N-MC-11179
Yellow Rose No. 8	0	31	N-MC-11182
Yellow Rose No. 9	0	32	N-MC-11183
Yellow Rose No. 10	0	33	N-MC-11184
Yellow Rose No. 11	0	34	N-MC-11185
Yellow Rose No. 12	0	35	N-MC-11186
Yellow Rose No. 13	0	36	N-MC-11187
Yellow Rose No. 14	0	37	N-MC-11188
Yellow Rose No. 15	0	38	N-MC-11189
Yellow Rose No. 16	0	39	N-MC-11190
Yellow Rose No. 17	0	40	N-MC-11191
Yellow Rose No. 18	0	41	N-MC-11192
Yellow Rose No. 19	0	42	N-MC-11193
Yellow Rose No. 20	0	43	N-MC-11194
Yellow Rose No. 21	0	44	N-MC-11195
Polar #1	54	385	N-MC-11154
Polar #2	54	386	N-MC-11155
Polar #3	54	387	N-MC-11156
Polar #4	54	388	N-MC-11157
Polar #5	54	389	N-MC-11158
Polar #6	54	390	N-MC-11159
Polar #7	54	391	N-MC-11160

<u>Claim</u>	<u>Location Certificate</u> <u>Recording Data</u>		<u>BLM Serial</u> <u>Number(s)</u>
	<u>Book</u>	<u>Page</u>	
Polar #8	54	392	N-MC-11161
Polar #9	54	393	N-MC-11162
Polar #10	54	394	N-MC-11163
Polar #11	54	395	N-MC-11164
Polar #12	54	396	N-MC-11165
Polar #13	54	397	N-MC-11166
Polar #14	54	398	N-MC-11167
Polar #15	54	399	N-MC-11168
Polar #16	54	400	N-MC-11169
Polar #17	54	401	N-MC-11170
Polar #18	54	402	N-MC-11171
Polar #19	54	403	N-MC-11172
Polar #20	54	404	N-MC-11173
RJV	62	318	N-MC-13741
Paragon No. 1	M	216	N-MC-11237
Paragon No. 2	M	217	N-MC-11238
Paragon No. 3	M	218	N-MC-11239
Paragon Fraction	M	215	N-MC-11236
BM #1	132	241	N-MC-333061
BM #2	132	242	N-MC-333062
BM #3	132	243	N-MC-333063
BM #4	132	244	N-MC-333064
BM #5	132	245	N-MC-333065
BM #6	147	79	N-MC-372458
BM #7	147	80	N-MC-372459
BM #8	147	81	N-MC-372460
BM 9	200	175	N-MC-565082
BM 10	200	176	N-MC-565083
BM 11	200	177	N-MC-565084
BM 12	200	178	N-MC-565085
BM 13	200	179	N-MC-565086
BM 14	200	180	N-MC-565087
BM 15	200	181	N-MC-565088
BM 16	200	182	N-MC-565089
BM 17	200	183	N-MC-565090
BM 18	200	184	N-MC-565091
BM 19	200	185	N-MC-565092
BM 20	205	456	N-MC-574082
Discovery #1	205	458	N-MC-574084
Discovery #1 (Amended)	208	491	N-MC-574084
Discovery #2	208	490	N-MC-588702
Ludwig Exploration #1	103	49	N-MC-244744
(also known as LE-1 Placer Claim)			
Ludwig Exploration #2	103	50	N-MC-244745
(also known as LE-2 Placer Claim)			
Ludwig Exploration #3	103	51	N-MC-244746
(also known as LE-3 Placer Claim)			

Ludwig Exploration #4 (also known as LE-4 Placer Claim)	103	52	N-MC-244747
LDX #1	124	386	N-MC-312914
GDX 105	184	340	N-MC-520254
GDX 106	184	341	N-MC-520255
GDX 107	184	342	N-MC-520256
GDX 108	184	343	N-MC-520257
GDX 109	184	344	N-MC-520258
GDE 110	184	540	N-MC-529076
GDE 111	184	541	N-MC-529077
GDE 112	184	542	N-MC-529078
GDE 113	184	543	N-MC-529079
GDE 114	184	544	N-MC-529080
HD1	229	532	
HD2	229	533	
HD3	229	534	
HD4	229	535	
HD5	229	536	
HD6	229	537	
HD7	229	538	
HD8	229	539	
HD9	229	540	
HD10	229	541	
HD11	229	542	
HD12	229	543	
HD13	229	544	
HD14	229	545	
HD15	229	546	
HD16	229	547	
HD17	229	548	
HD18	229	549	
HD19	229	550	
HD20	229	551	
HD21	229	552	
HD22	229	553	
HD26	229	554	

B. PATENTED CLAIMS.

Township 35 North, Range 50 East
of the M.D.B. & M., Eureka County,
Nevada

An undivided 77.5% interest in the following
described patented mining claims, subject to the 1% Net
Smelter Return Royalty reserved in that certain Warranty Deed

dated September 28, 1988, and recorded at Book 185, Page 73 of the Eureka County, Nevada records:

<u>Claim</u>	<u>United States Patent No.</u>	<u>United States Survey No.</u>
Big Six No. 3	783757	4332
Holt	881735	4422
July	935874	4528
Great Divide	945439	4393
Bald Eagle	946758	4527

Eureka County Assessor Information: Parcel No. 410-00-71;
Roll No. 03178; District 4.0.

BOOK 230 PAGE 444
OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Neumont Gold Co.
92 JAN -9 P121

EUREKA COUNTY, NEVADA
M.N. REBALEATI, RECORDER
FILE NO. 139269 FEE \$ 13-

B-5

JFCD/CQ6

BOOK 230 PAGE 452