

QUITCLAIM DEED AND ASSIGNMENT

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

Recitals

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

Grantee exercised its option under the Option Agreement on December 6, 1991. Pursuant to Grantee's exercise of the option, and pursuant to Section 3.2(j) of the Option Agreement, Grantor desires to quitclaim and assign to Grantee an undivided 60% interest in the Properties, subject to Grantee's contribution of such interest to the Newmont Gold and High Desert Venture as required under the Newmont Gold and High Desert Venture Agreement dated as of December 23, 1991 between Grantor and Grantee (the "Venture Agreement").

Quitclaim and Assignment

In consideration of the payments made by Grantee pursuant to the recitals and Sections 2.2 and 3.2(a) of the Option Agreement, the execution and delivery by the parties of the Venture Agreement and other good and valuable consideration, Grantor hereby remises, releases, assigns and forever quitclaims to Grantee subject to the Venture Agreement an undivided 60% interest in all of Grantor's right, title and interest in the Properties (including but not limited to an undivided 60% interest in all of Grantor's right, title and interest now owned or hereafter acquired in and to the minerals described in Part C of Exhibit A), together with a corresponding undivided interest in all improvements of every kind and character situated thereon.

TO HAVE AND TO HOLD such undivided 60% interest in the Properties, together with all appurtenances thereto, unto Grantee, and its successors and assigns forever, subject to the obligation of Grantee to contribute such undivided 60% 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 Quitclaim Deed and Assignment be given effect prior to the contribution by Grantee of such interest to the Newmont Gold and High Desert Venture.

Grantor and Grantee intend that the interest quitclaimed and assigned to Grantee hereunder in and to the minerals described in Part C of Exhibit A shall not merge with any other interest in real property owned by Grantee.

HIGH DESERT MINERAL RESOURCES
OF NEVADA, INC., a Nevada
corporation

ATTEST:

P. Lee Halavais
P. Lee Halavais,
Secretary

By: Ronald T. Halavais
Ronald T. Halavais,
Chief Executive Officer

(SEAL)



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 Ronald T. Halavais and P. Lee Halavais, known or proved to me to be the persons who, respectively, executed and attested to the above Quitclaim Deed and Assignment, in their respective capacities as Chief Executive Officer and Secretary of High Desert Mineral Resources of Nevada, Inc., a Nevada corporation, on behalf of said corporation.

Mary Kay Waggoner
Notary Public

My commission expires: Sept. 24, 1995

(SEAL)



Exhibit A
 To
 Quitclaim Deed and Assignment
 from
 High Desert Mineral Resources of Nevada, Inc.
 to
 Newmont Gold Company

As used in the Quitclaim Deed and Assignment to which this Exhibit A is attached, "Properties" means the following unpatented mining claims and all amended locations, amended and additional locations and relocations thereof, and the following water rights, contract rights and samples, data and information:

A. UNPATENTED CLAIMS.

1. Township 33 North, Range 50 East
 of the M.D.B. & M., Eureka County,
 Nevada

<u>Claim</u>	<u>Location Certificate</u>		<u>BLM Serial</u> <u>Number(s)</u>
	<u>Recording Data</u>		
	<u>Book</u>	<u>Page</u>	
GDX 201	191	166	N-MC-529717
GDX 202	191	167	N-MC-529718
GDX 203	191	168	N-MC-529719
GDX 204	191	169	N-MC-529720
GDX 205	191	170	N-MC-529721
GDX 206	191	171	N-MC-529722
GDX 207	191	172	N-MC-529723
GDX 208	191	173	N-MC-529724
GDX 209	191	174	N-MC-529725
GDX 210	191	175	N-MC-529726
GDX 211	191	176	N-MC-529727
GDX 212	191	177	N-MC-529728
GDX 213	191	178	N-MC-529729
GDX 214	191	179	N-MC-529730
GDX 215	191	180	N-MC-529731
GDX 216	191	181	N-MC-529732
GDX 217	191	182	N-MC-529733
GDX 218	191	183	N-MC-529734
GDX 261	191	226	N-MC-529777
GDX 262	191	227	N-MC-529778
GDX 263	191	228	N-MC-529779
GDX 264	191	229	N-MC-529780
GDX 265	191	230	N-MC-529781

<u>Claim</u>	<u>Location Certificate Recording Data</u>		<u>BLM Serial Number(s)</u>
	<u>Book</u>	<u>Page</u>	
GDX 266	191	231	N-MC-529782
GDX 267	191	232	N-MC-529783
GDX 268	191	233	N-MC-529784
GDX 269	191	234	N-MC-529785
GDX 270	191	235	N-MC-529786
GDX 271	191	236	N-MC-529787
GDX 272	191	237	N-MC-529788
GDX 273	191	238	N-MC-529789
GDX 274	191	239	N-MC-529790
GDX 275	191	240	N-MC-529791
GDX 276	191	241	N-MC-529792
GDX 277	191	242	N-MC-529793
GDX 278	191	243	N-MC-529794
GDX 279	191	244	N-MC-529795
GDX 280	191	245	N-MC-529796
GDX 281	191	246	N-MC-529797
GDX 282	191	247	N-MC-529798
GDX 283	191	248	N-MC-529799
GDX 284	191	249	N-MC-529800
GDX 285	191	250	N-MC-529801
GDX 286	191	251	N-MC-529802
GDX 287	191	252	N-MC-529803
GDX 288	191	253	N-MC-529804
GDX 289	191	254	N-MC-529805

2. Township 35, North, Range 51 East
of the M.D.B. & M., Eureka County,
Nevada

(i) Section 16:

GDX 251	191	216	N-MC-529767
GDX 252	191	217	N-MC-529768

(ii) Section 10:

GDX 253	191	218	N-MC-529769
GDX 254	191	219	N-MC-529770

(iii) Section 36:

GDX 255	191	220	N-MC-529771
GDX 256	191	221	N-MC-529772
GDX 257	191	222	N-MC-529773
GDX 258	191	223	N-MC-529774
GDX 259	191	224	N-MC-529775
GDX 260	191	225	N-MC-529776

B. WATER RIGHTS.

All of High Desert's right, title and interest in and to the following water rights permit which is on file in the Nevada State Engineer's Office:

T.35N., R.50E., M.D.B. & M.
Permit No. 030615

C. CONTRACT RIGHTS.

All of High Desert's right, title and interest under the Agreement dated March 21, 1991 between Newmont Gold Company and High Desert Mineral Resources of Nevada, Inc. (the "March 1991 Agreement"), now existing or hereafter acquired, in and to all minerals which Newmont may acquire within that portion of the Conflict Area (as defined in the March 1991 Agreement) included within the Area of Interest (as defined in the Venture Agreement), by virtue of any pending millsite patent application of Newmont, and the benefit of and right to enforce the covenants, warranties and agreements contained in all agreements affecting the Properties which High Desert is entitled to enforce against parties thereto or predecessors in title to the Properties.

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OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Newmont Gold Co -
92 JAN -9 P1 21

EUREKA COUNTY, NEVADA
M.N. REBALEATI, RECORDER
FILE NO. FEE \$/6 -
139272

A-3

JFCD/CQ1

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