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MEMORANDUM OF VENTURE AGREEMENT

NOTICE IS HEREBY GIVEN that HIGH DESERT MINERAL RESOURCES OF NEVADA, INC., a Nevada corporation ("High Desert"), whose address is P.O. Box 2008, Elko, Nevada 89801, and NEWMONT GOLD COMPANY, a Delaware corporation ("Newmont"), whose address is One United Bank Center, 1700 Lincoln Street, Denver, Colorado 80203, have entered into the Newmont Gold and High Desert Venture Agreement dated as of December 23, 1991 (the "Venture Agreement").

Pursuant to the Venture Agreement, High Desert has contributed to the purposes of the Venture Agreement an undivided 40% interest and Newmont has contributed thereto an undivided 60% interest in (i) the patented and unpatented mining claims, leasehold interests, water rights, contract rights and samples, data and information identified in Exhibit A hereto (the "High Desert Properties"), and (ii) the unpatented mining claims identified in Exhibit B hereto, to the extent such mining claims include land which is also included within the boundaries of any of the unpatented mining claims identified in Exhibit A hereto (such mining claims identified in Exhibit B, only to the extent they include such land, are hereinafter referred to as the "Newmont Claims") (the High Desert Properties and the Newmont Claims are hereinafter referred to as the "Properties"), and High Desert and Newmont have agreed to participate in the exploration, evaluation and development of mineral resources within the Properties or any other properties acquired under the terms of the Venture Agreement.

High Desert acquired its 40% interest in the Newmont Claims and Newmont acquired its 60% interest in the High Desert Properties pursuant to the following instruments, each dated as of December 23, 1991:

- (a) Quitclaim Deed and Assignment from High Desert to Newmont;
- (b) Special Warranty Deed from High Desert to Newmont;
- (c) Assignment from High Desert to Newmont;
- (d) Assignment and Bill of Sale from High Desert to Newmont; and
- (e) Special Warranty Deed from Newmont to High Desert.

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The respective interests in the Properties conveyed to High Desert and Newmont pursuant to these instruments were conveyed subject to the obligation of High Desert and Newmont to contribute such interests to the Newmont Gold and High Desert Venture, pursuant to the Venture Agreement, and such interests were conveyed prior to the contribution of such interests to the Newmont Gold and High Desert Venture.

Pursuant to Section 5.2 of the Venture Agreement, Newmont's failure to make its Initial Contribution (as defined in the Venture Agreement) in accordance with the provisions of Sections 5.1, 5.3, 5.4 and 5.5 thereof shall be deemed to be a withdrawal of Newmont from the Venture Agreement and the termination of its Participating Interest (as defined in the Venture Agreement), including its interest in the Properties, subject to Newmont's right to cure such failure as provided in the Venture Agreement and except for Newmont's interest in any Project Area (as defined in the Venture Agreement) established prior to such failure.

Pursuant to Section 2.4 of the Venture Agreement, title to the Properties shall be held by High Desert and Newmont as tenants in common with ownership equal to their respective Participating Interests. Pursuant to Section 6.1 of the Venture Agreement, High Desert's initial Participating Interest is 40% and Newmont's initial Participating Interest is 60%.

Pursuant to Section 3.2 of the Venture Agreement, venture operations shall be conducted in the name of the venture. Pursuant to a Fictitious Name Certificate dated as of December 23, 1991, High Desert and Newmont have given notice of their intention to do business under the name of the "Newmont Gold and High Desert Venture."

Pursuant to Section 4.1 of the Venture Agreement, nothing contained in the Venture Agreement constitutes either High Desert or Newmont the partner of the other, nor, except as expressly provided in the Venture Agreement, constitutes either High Desert or Newmont the agent or legal representative of the other, nor does anything contained in the Venture Agreement create any fiduciary relationship between High Desert and Newmont. Section 4.1 further provides that it is not the intention of High Desert and Newmont to create, nor shall the Venture Agreement be construed to create, any mining, commercial, or other partnership, and that neither High Desert nor Newmont shall have any authority to act for or assume any obligation or responsibility on behalf of the other, except as expressly provided in the Venture Agreement. Section 4.1 further provides that the rights,

duties, obligations and liabilities of High Desert and Newmont shall be several and not joint or collective, and that High Desert and Newmont shall be responsible only for their respective obligations as set out in the Venture Agreement and shall be liable only for their respective share of the costs and expenses as provided in the Venture Agreement, it being the express purpose and intention of High Desert and Newmont that their ownership of assets and the rights acquired under the Venture Agreement shall be as tenants in common.

Copies of the Venture Agreement are in the possession of High Desert and Newmont at their respective addresses listed above.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Venture Agreement as of December 23, 1991.

ATTEST:

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

P. Lee Halavais  
P. Lee Halavais,  
Secretary

By:

Ronald T. Halavais  
Ronald T. Halavais  
Chief Operating Officer

(SEAL)

By:

P. Lee Halavais  
P. Lee Halavais  
Vice President



T.J. Schmitt  
T.J. Schmitt,  
Secretary

NEWMONT GOLD COMPANY

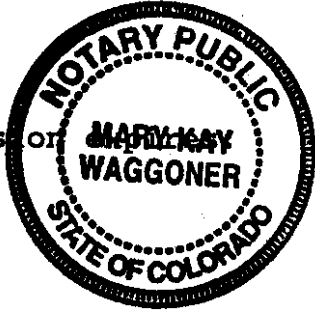
By:

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

(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 Memorandum of Venture Agreement, 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.



My commission expires:  
(SEAL)

Mary Kay Waggoner  
Notary Public  
Sept. 24, 1995

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 Memorandum of Venture Agreement, 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.



My commission expires:  
(SEAL)

Mary Kay Waggoner  
Notary Public  
Sept. 24, 1995

Exhibit A  
 To  
 Memorandum of Venture Agreement  
 Between  
 High Desert Mineral Resources of Nevada, Inc.,  
 and  
 Newmont Gold Company

As used in the Memorandum of Venture Agreement to which this Exhibit A is attached, "High Desert Properties" means the following patented and unpatented mining claims and all amended locations, amended and additional locations and relocations thereof, and the following leasehold interests, water rights, contract rights and samples, data and information:

A. UNPATENTED CLAIMS.

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

<u>Claim</u>	<u>Location Certificate</u>		<u>BLM Serial Number(s)</u>
	<u>Recording Data</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	0	45	N-MC-11196
Big Jim No. 1	0	46	N-MC-11197
Big Jim No. 2	0	47	N-MC-11198
Big Jim No. 3	0	48	N-MC-11199
Big Jim No. 4	0	49	N-MC-11200
Big Jim No. 5	0	50	N-MC-11201

<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>	
Big Jim No. 6	0	51	N-MC-11202
Big Jim No. 7	0	52	N-MC-11203
Big Jim No. 8	0	53	N-MC-11204
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

Claim	Location Certificate		BLM Serial Number(s)
	Book	Page	
Polar #5	54	389	N-MC-11158
Polar #6	54	390	N-MC-11159
Polar #7	54	391	N-MC-11160
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

<u>Claim</u>	<u>Location Certificate Recording Data</u>		<u>BLM Serial Number(s)</u>
	<u>Book</u>	<u>Page</u>	
Ludwig Exploration #1 (also known as LE-1 Placer Claim)	103	49	N-MC-244744
Ludwig Exploration #2 (also known as LE-2 Placer Claim)	103	50	N-MC-244745
Ludwig Exploration #3 (also known as LE-3 Placer Claim)	103	51	N-MC-244746
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	



Claim

Location Certificate  
Recording Data  
Book    Page

BLM Serial  
Number(s)

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

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

<u>Claim</u>	<u>Location Certificate</u>		<u>BLM Serial</u>
	<u>Recording Data</u>		
	<u>Book</u>	<u>Page</u>	<u>Number(s)</u>
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
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

3. 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

<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>	

(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. 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</u> <u>Patent No.</u>	<u>United States</u> <u>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.

C. LEASES

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

1. Lease and Option, dated August 13, 1969, by and between R.D. Rubright and Mary Jo Rubright, his wife, and Fred Kurtz and Bullion Monarch Company recorded in Book 71 at Page 433 of the Eureka County, Nevada records, relating to the following unpatented claims:

<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>	
Badger	G	422	N-MC-11243
Badger (Amended and Additional Location)	H	259	

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<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>	
Badger No. 1	G	423	
Badger No. 1 (Amended and Additional Location)	H	260	N-MC-11244
Unity No. 1	H	247	N-MC-11240
Unity No. 2	H	248	N-MC-11241
Junction	H	330	N-MC-11445
Compromise No. 4	C	260	
Compromise No. 4 (Amended and Additional Location)	H	261	N-MC-11245
Compromise No. 5	C	218	
Compromise No. 5 (Amended and Additional Location)	H	262	N-MC-11442
Compromise No. 6	C	219	
Compromise No. 6 (Amended and Additional Location)	H	262	N-MC-11443
Compromise No. 7	C	220	
Compromise No. 7 (Amended and Additional Location)	H	263	N-MC-11444
Lamira	D	393	
Lamira (Amended and Additional Location)	H	259	N-MC-11242

2. Mining Lease, dated September 10, 1990, from Drury J. Thiercof and Frances Mae Thiercof, as lessors, to High Desert Mineral Resources, Inc., a British Columbia, Canada corporation, relating to the following unpatented claims:

<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>	
Back Pay (also known as "Back Pay Lode Claim")	29	187	N-MC-27472
Back Pay No. 1 (also known as "Back Pay Lode Claim No. 1")	29	188	N-MC-27473
Dixie Lea (also known as "Dixie Lea Lode Claim")	29	200	N-MC-27470
Dixie Lea No. 1 (also known as "Dixie Lea Lode Claim No. 1")	29	201	N-MC-27471

D. 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

E. CONTRACT RIGHTS.

All of High Desert's right, title and interest under the Agreement dated March 21, 1991 between High Desert and Newmont (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 High Desert Properties which High Desert is entitled to enforce against parties thereto or predecessors in title to the High Desert Properties.

F. SAMPLES, DATA AND INFORMATION.

All maps, reports, analyses, drill cuttings, core and other samples, documents relating to title and all other data or information relating to the High Desert Properties in the possession or control of High Desert.

Exhibit B  
 To  
 Memorandum of Venture Agreement  
 Between  
 High Desert Mineral Resources of Nevada, Inc.,  
 and  
 Newmont Gold Company

Newmont Claims

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

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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 \$ 18 -

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