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When Recorded, Mail To:  
Davis Graham & Stubbs  
Attention: Lisa Bain, Esq.  
370 17th Street  
P.O. Box 185  
Denver, Colorado 80201-0185

QUITCLAIM DEED,  
ASSIGNMENT AND BILL OF SALE

THIS QUITCLAIM DEED, ASSIGNMENT AND BILL OF SALE (this "Quitclaim, Assignment and Bill of Sale") is made and effective as of 11:58 p.m., June 22, 1992 (the "Effective Time"), from GALACTIC RESOURCES LTD., a British Columbia, Canada corporation, GALACTIC RESOURCES, INC., a Colorado corporation, GALACTIC GOLD, INC., a Nevada corporation, and GALACTIC SERVICES, INC., a Nevada corporation (collectively, "GRANTORS") to IVANHOE GOLD COMPANY, a Colorado corporation ("IVANHOE"), whose address is #935 Marine Building, 355 Burrard Street, Vancouver, B.C., Canada V6C 2G8, and TOUCHSTONE RESOURCES COMPANY, a Nevada corporation ("TOUCHSTONE"), whose address is 101-9 Carson Road, P.O. Box 250, Battle Mountain, Nevada 89820.

\* \* \* \* \*

QUITCLAIM DEED

FOR AND IN CONSIDERATION of the sum of TEN DOLLARS (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, GRANTORS hereby remise, release and forever quitclaim to IVANHOE and TOUCHSTONE, as tenants in common with equal shares, all of GRANTORS' interest in the real property interests described in Exhibit A (the "Real Property"), but without limitation, included within the meaning of the Real Property are any real property interests of any nature, within the townships set forth in Part A of Exhibit A.

TO HAVE AND TO HOLD such interests in the Real Property, together with all appurtenances thereto, unto each of IVANHOE and TOUCHSTONE, and to their successors and assigns forever.



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\* \* \* \* \*

ASSIGNMENT

FOR AND IN CONSIDERATION of the sum of TEN DOLLARS (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, GRANTORS hereby assign to IVANHOE and TOUCHSTONE, as tenants in common with equal shares, all of GRANTORS' interest in the following (herein referred to as the "Assigned Property"): (a) those certain leasehold estates, subleases, agreements, leases, easements, rights of way and access agreements, and water permits set forth in Parts D, E, F, G, H, I and J of Exhibit A, (b) the contracts and agreements listed in Exhibit B hereto, (c) the leases of equipment described in or referred to in Exhibit C, (d) the permits, licenses and approvals listed in Exhibit D, to the extent assignable under the terms thereof or applicable laws or regulations, (e) all data, maps, reports, analyses, samples, drawings, designs, blueprints, books, records, filed, and other documents and information (the "Data") relating to the Real Property or the assets described in (a) through (d) above in the possession or control of GRANTORS, including but not limited to all documents and information relating to performance of assessment work for the benefit of the Real Property, and (f) all patents, trademarks, tradenames, franchises, copyrights, licenses and trade secrets relating to the Real Property or the assets described in (a) through (e) above (the "Intellectual Property"), and IVANHOE and TOUCHSTONE agree to assume the benefits and burdens of the Assigned Property.

TO HAVE AND TO HOLD such interests in the Assigned Property, together with all appurtenances thereto, unto each of IVANHOE and TOUCHSTONE, and to their successors and assigns forever.

\* \* \* \* \*

BILL OF SALE

FOR AND IN CONSIDERATION of the sum of TEN DOLLARS (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, GRANTORS hereby grant, sell and convey to IVANHOE and TOUCHSTONE, as tenants in common with equal shares, all of GRANTORS' interest in the following (herein referred to as the "Personal Property"): (a) all tangible personal property, fixtures and improvements on or used on or in connection with the Real Property, including but not limited to the tangible

personal property listed in Exhibit E hereto, and all mining, milling, leaching and beneficiation facilities, generators, trucks, and other vehicles, dewatering wells and equipment and pipelines located on or under the Real Property, and heap leach pads; (b) all processing chemicals, cyanide, virgin carbon, stripped carbon, supplied, consumables, inventory and work in process, and all ores, concentrates, ores and concentrates in process, slurries, pregnant solutions, gold on carbon, dore and bullion mined from the Real Property, (c) the Data and (d) the Intellectual Property.

TO HAVE AND TO HOLD such interests in the Personal Property, together with all appurtenances thereto, unto each of IVANHOE and TOUCHSTONE, and to their successors and assigns forever.

\* \* \* \* \*

This Quitclaim, Assignment and Bill of Sale is made without representation or warranty of any kind, express, implied or statutory.

EXECUTED on June 23, 1992, to be effective for all purposes as of the Effective Time.

GALACTIC RESOURCES LTD., a  
British Columbia, Canada  
Corporation

By:

*Peter J. Guest*  
Peter J. Guest  
President

GALACTIC RESOURCES, INC., a  
Colorado corporation

By:

*Peter J. Guest*  
Peter J. Guest  
President



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GALACTIC GOLD, INC., a  
Nevada corporation

By: *Peter J. Guest*  
Peter J. Guest  
President

GALACTIC SERVICES, INC., a  
Nevada corporation

By: *Peter J. Guest*  
Peter J. Guest  
President

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

On June 23, 1992, personally appeared before me, a Notary Public, Peter J. Guest, a duly qualified and acting officer of GALACTIC RESOURCES, LTD., personally known (or proved) to me to be the person whose name is subscribed to the above instrument, who acknowledged that he executed the instrument in that capacity.

*Mary Kay Waggoner*  
NOTARY PUBLIC

My commission expires: September 24, 1995



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

On June 23, 1992, personally appeared before me, a Notary Public, Peter J. Guest, a duly qualified and acting officer of GALACTIC RESOURCES, INC. personally known (or proved) to me to be the person whose name is subscribed to the above instrument, who acknowledged that he executed the instrument in that capacity.



Mary Kay Waggoner  
NOTARY PUBLIC

My commission expires: September 24, 1995

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

On June 23, 1992, personally appeared before me, a Notary Public, Peter J. Guest, a duly qualified and acting officer of GALACTIC GOLD, INC., personally known (or proved) to me to be the person whose name is subscribed to the above instrument, who acknowledged that he executed the instrument in that capacity.



Mary Kay Waggoner  
NOTARY PUBLIC

My commission expires: September 24, 1995

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

On June 23, 1992, personally appeared before me, a Notary Public, Peter J. Guest, a duly qualified and acting officer of GALACTIC SERVICES, INC. personally known (or proved) to me to be the person whose name is subscribed to the above instrument, who acknowledged that he executed the instrument in that capacity.



**SEAL**  
**Affixed**

Mary Kay Waggoner  
NOTARY PUBLIC

My commission expires: September 24, 1995

EXHIBIT A

PROPERTY (REAL) DESCRIPTION

A. GENERAL:

It is the intention of the parties to this Agreement that Newmont Exploration Limited, is to acquire all the interest, understood to be at least a 50% interest, of Ivanhoe Gold Company and Galactic Resources, Ltd., or any of their affiliated or controlled companies or entities, and One-Half (1/2 or 50%) of the interest of Touchstone Resources Company and Cornucopia Resources, Ltd., or any of their affiliated or controlled companies or entities, unless otherwise noted, understood to be at least a 50% interest, in and to all real property interests, including without limitation, unpatented mining claims, leases of real property (including unpatented mining claims) within the following townships of Elko and Eureka counties, Nevada:

Township 34 North, Range 48 East  
Township 34 North, Range 49 East

Township 35 North, Range 47 East  
Township 35 North, Range 48 East  
Township 35 North, Range 49 East  
Township 35 North, Range 50 East

Township 36 North, Range 47 East  
Township 36 North, Range 48 East  
Township 36 North, Range 49 East  
Township 36 North, Range 50 East

Township 37 North, Range 45 East  
Township 37 North, Range 46 East  
Township 37 North, Range 47 East  
Township 37 North, Range 48 East  
Township 37 North, Range 49 East  
Township 37 North, Range 50 East

Township 38 North, Range 45 East  
Township 38 North, Range 46 East  
Township 38 North, Range 47 East  
Township 38 North, Range 48 East  
Township 38 North, Range 49 East  
Township 38 North, Range 50 East

Township 39 North, Range 47 East  
Township 39 North, Range 48 East  
Township 39 North, Range 49 East  
Township 39 North, Range 50 East

Township 40 North, Range 47 East



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Township 40 North, Range 48 East  
Township 40 North, Range 49 East

EXCEPTING from the above the JOE 114-291, 305-360, 384-411, 423-438, 477-492 and 537-552 claims, located within Township 36 North, Ranges 48 and 49 East, and Township 37 North, Ranges 48 and 49 East, which claims were held by the Ivanhoe Joint Venture, with Hayes Resources, Inc. in another mining venture. By a Termination Agreement, dated as of November 5, 1991, such other mining venture was terminated but appropriate conveyances have not been prepared, executed and recorded to document the distribution of the other mining ventures unpatented mining claims amongst the participants as was agreed to at termination.

It is meant by the parties hereto that the above description is all inclusive and is not limited by the particular description of those unpatented mining claims, and leases or subleases of unpatented mining claims set forth below. In the event any real property rights (including, but not limited to, water rights, easements and rights of way), whether or not presently perfected, are associated with lands within the above described townships, but not particularly described below, it is the intent hereof that such rights are to be included, as if set forth with particularity.

B. UNPATENTED MINING CLAIMS (without royalty): The unpatented mining claims set forth below are to include all rights acquired to the lands covered thereby, by the original location, any relocations or amendments, and all rights acquired or maintained by possession or other principles of law or equity.

<u>Claim Name</u>	<u>BLM Serial Number</u>
ALK 1- 35	NMC 464464-464498
ANT 1- 30	NMC 405022-405051
BFM 1-385	NMC 499718-500102
BFM 386	NMC 500506
BFM 387-436	NMC 500103-500152
BFM 437	NMC 500507
BFM 438-607	NMC 500153-500322
BFM 609-761	NMC 500323-500475
DON 1- 36	NMC 428249-428284
DON 38	NMC 428285
DON 40	NMC 428286
DON 42	NMC 428287
DON 44- 86	NMC 428288-428330
DON 88	NMC 428331
DON 90-119	NMC 428332-428361
DON 121-131	NMC 428362-428372
DON 133-266	NMC 428373-428506
DON 273-278	NMC 428507-428512

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DON 281	NMC 428513
DON 283	NMC 428514
DON 285	NMC 428515
DON 287	NMC 428516
DON 289	NMC 428517
DON 291	NMC 428518
DON 293	NMC 428519
DON 295	NMC 428520
DON 297	NMC 428521
DON 299-301	NMC 428522-428524
DON 303	NMC 428525
DON 305	NMC 428526
DON 307	NMC 428527
DON 309	NMC 428528
DON 311	NMC 428529
DON 313	NMC 428530
DON 315-333	NMC 428531-428549
DON 335	NMC 428550
DON 357-374	NMC 428551-428568
DON 399-407	NMC 428569-428577
DON 418-439	NMC 428578-428599
DON 441-443	NMC 428600-428602
DON 444-490	NMC 440489-440535
DON 491-514	NMC 499694-499717
GEF 1-526	NMC 440536-441061
GEF 527-529	NMC 513105-513107
HOL 1- 30	NMC 500476-500505
IVA 1-175	NMC 427765-427939
IVA 176	NMC 565747
IVA 177	NMC 427941
IVA 178	NMC 565748
IVA 179-182	NMC 530682-530685
IVA 183-260	NMC 427947-428024
IVA 261	NMC 530686
IVA 262	NMC 428026
IVA 263	NMC 530687
IVA 264	NMC 428028
IVA 265	NMC 530688
IVA 266	NMC 428030
IVA 268-292	NMC 428032-428056
JOE 1- 50	NMC 428057-428106
JOE 52	NMC 428107
JOE 54- 55	NMC 428108-428109
JOE 57	NMC 428110
JOE 59	NMC 428111
JOE 61	NMC 428112
JOE 63	NMC 428113
JOE 65	NMC 428114
JOE 67	NMC 428115
JOE 69	NMC 428116
JOE 71	NMC 428117
JOE 73	NMC 428118



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JOE 75	NMC 428119
JOE 77	NMC 428120
JOE 79	NMC 428121
JOE 81	NMC 428122
JOE 83	NMC 428123
JOE 85	NMC 428124
JOE 87	NMC 428125
JOE 89	NMC 428126
JOE 91	NMC 428127
JOE 94-113	NMC 428128-428147
JOE 292-302	NMC 445371-445381
JOE 361-382	NMC 445438-445459
JOE 412-422	NMC 445488-445498
JOE 439-476	NMC 445515-445552
JOE 493-536	NMC 445569-445612
JOE 553-596	NMC 445629-445672
JOE 620-639	NMC 445673-445692
JUD 1-251	NMC 440197-440447
JUD 253-293	NMC 440448-440488
LARK 1	NMC 417442
LAURI 203-322	NMC 402733-402852
LAY 1-139	NMC 402853-402991
MWB 1- 2	NMC 515540-515541
RED 955-1024	NMC 445908-445977
RED 1105-1144	NMC 446018-446057
ROC 1-213	NMC 428603-428815
ROC 215-228	NMC 428816-428829
ROC 230-243	NMC 428830-428843
ROSIE 1A-1G (or A-G)	NMC 402992-402998
RYN 1- 48	NMC 440149-440196

C. UNPATENTED MINING CLAIMS (USX royalty): The unpatented mining claims set forth below are to include all rights acquired to the lands covered thereby, by the original location, any relocations or amendments, and all rights acquired or maintained by possession or other principles of law or equity.

<u>Claim Name</u>	<u>BLM Serial Number</u>
BEN	NMC 87304
BEN 1	NMC 87305
CAROLYN 1- 22	NMC 173047-173068
CAROLYN 23	NMC 245261
CAROLYN 23 (aka 23A)	NMC 294137
CAROLYN 24	NMC 173069
CAROLYN 25	NMC 245262
CAROLYN 25 (aka 25A)	NMC 294138
CAROLYN 26- 27	NMC 173070-173071
CAROLYN 27 (aka 27A)	NMC 294139
CAROLYN 28-156	NMC 173072-173200
CAROLYN 157-158	NMC 174181-174182
CAROLYN 159-189	NMC 188618-188648

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CAROLYN 190-194	NMC 220646-220650
CAROLYN 195-209	NMC 245263-245277
CAROLYN 211-216	NMC 245278-245283
CAROLYN 217	NMC 596915
CAROLYN 218-219	NMC 245285-245286
CAROLYN 221-229	NMC 245287-245295
CAROLYN 233-236	NMC 245296-245299
CAROLYN 238	NMC 245300
CAROLYN 240	NMC 245301
CAROLYN 241-245	NMC 251357-251361
CAROLYN 256-265	NMC 251362-251371
CAROLYN 266-268	NMC 376309-376311
CAROLYN FRAC. 193	NMC 596913
CAROLYN FRAC. 194	NMC 596914
GOV 1- 46	NMC 267559-267604
JIGGS 1- 5	NMC 87311- 87315
LAURI 1- 62	NMC 309243-309304
LAURI 64-202	NMC 309305-309443
OLD TIMERS 5- 9	NMC 87306- 87310
ROSIE 1- 52	NMC 253060-253111
ROSIE 53- 67	NMC 290843-290857
WDF 1- 19	NMC 395835-395853
WDF 25- 50	NMC 395859-395884
WDF 67- 86	NMC 395901-395920
WDF 105-121	NMC 395939-395955
WDF 157-165	NMC 395976-395984
WDF 216	NMC 396020

D. LEASE OF UNPATENTED MINING CLAIMS (Lease and USX royalty): The unpatented mining claims set forth below are to include all rights acquired to the lands covered thereby, by virtue of the lease, and any addendums or amendments, and all rights acquired or maintained by the leasehold, possession or other principles of law or equity.

Lease: Mineral Lease, dated October 23, 1981, between Hillcrest Mining Company as Lessor, and Auric Metals Corporation as Lessee, a sublease of which, dated December 10, 1981, was granted by Auric Metals Corporation as Sublessor, to United States Steel Corporation as Sublessee, and assigned from Touchstone Resources Company, to the Ivanhoe Joint Venture, by that Quitclaim and Assignment, dated August 24, 1990, recorded in Elko County, September 4, 1990, in Book 731, at Page 550. [The documents listed above are intended to give a general description of the lease, leased premises and an indication of the status of the leasehold interest, and are not represented as being a complete listing of all amendments, assignments or other documents pertaining thereto.]

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<u>Claim Name</u>	<u>BLM Serial Number</u>
BILLY 6- 7	NMC 103763-103764
CAR 1- 5	NMC 103752-103756
GAPFILLER	NMC 103767
GAPFILLER 1	NMC 103768
HAROLDS CLUB 1- 5	NMC 103757-103761
HAROLDS CLUB 8	NMC 103762
JERRY 1- 21	NMC 103769-103789
JERRY 23- 25	NMC 103790-103792
JERRY 28- 31	NMC 103793-103796
PICKUP 1	NMC 617440
PICKUP 2	NMC 103765

**E. LEASE OF UNPATENTED MINING CLAIMS (Lease royalty):** The unpatented mining claims set forth below are to include all rights acquired to the lands covered thereby, by virtue of the lease, and any addendums or amendments, and any additions or amendments to the claims subject thereof, and all rights acquired or maintained by the leasehold, possession or other principles of law or equity.

Lease: Mineral Lease with Option to Purchase, dated April 15, 1987, between Barium Incorporated as Lessor, and Touchstone Resources Company as Lessee; and Amendment to Mining Lease dated June 11, 1987; Second Amendment to Mining Lease dated August 20, 1987; Third Amendment to Mining Lease dated February 27, 1990, assigned from Touchstone Resources Company, to the Ivanhoe Joint Venture, by that Quitclaim and Assignment, dated August 24, 1990, recorded in Elko County, September 4, 1990, in Book 731, at Page 550. [The documents listed above are intended to give a general description of the lease, leased premises and an indication of the status of the leasehold interest, and are not represented as being a complete listing of all amendments, assignments or other documents pertaining thereto.]

<u>Claim Name</u>	<u>BLM Serial Number</u>
ASH 1- 2	NMC 132783-132784
BC 1- 6	NMC 313553-313558
BC 7	NMC 321054
BMA 31- 33 (1/2 Int.)	NMC 313559-313561
BRONCO 1- 6	NMC 132765-132770
BUTTE 1- 32	NMC 135163-135194
BUTTE 33- 34	NMC 291288-291289
BUTTE 39- 42	NMC 291290-291293
BUTTE FRAC. 1- 2	NMC 428844-428845
BUTTERCUP	NMC 132780

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CAMPBIRD	NMC 132779
COT 1-106	NMC 290621-290726
COT 107-116	NMC 321044-321053
COT FRAC. 1- 4	NMC 290727-290730
EX 1- 2	NMC 132781-132782
FORD 1- 8	NMC 133917-133924
IVA FRAC. 174	NMC 425231
IVANHOE LODGE 1- 4	NMC 132771-132774
IVANHOE PLACER 1-22	NMC 191826-191847
IVANHOE PLACER 23-34	NMC 234264-234275
JASPER 1- 2	NMC 230554-230555
JIMMY 1- 6	NMC 132759-132764
LOD 1- 45	NMC 499649-499693
MAYEROFF MERCURY 1- 6	NMC 237742-237747
MER	NMC 239330
NOD 1- 8	NMC 417434-417441
R&R 1- 6	NMC 126933-126938
RIMS 15	NMC 282465
RIMS 17	NMC 282466
RIMS 19	NMC 282467
RIMS 21	NMC 282468
RIMS 23- 28	NMC 282469-282474
RIMS 50	NMC 282475
RIMS 52	NMC 282476
RIMS 59- 72	NMC 282477-282490
RIMS 93-100	NMC 282491-282498
RIMS 101-110	NMC 282501-282510
RIMS A- B	NMC 282499-282500
SAGE 1- 2	NMC 132785-132786
SEXSTONE 3- 4	NMC 425234-425235
SEXSTONE 11- 12	NMC 425236-425237
SEXSTONE 14	NMC 425239
SEXSTONE 19- 75	NMC 425244-425300
SEXSTONE 76- 77	NMC 425628-425629
SEXSTONE 78-145	NMC 425301-425368
TORO 1- 32	NMC 133885-133916
WLS 83-108	NMC 132787-132812

F. LEASE OF UNPATENTED MINING CLAIMS (Lease royalty): The unpatented mining claims set forth below are to include all rights acquired to the lands covered thereby, by virtue of the lease, and any addendums or amendments, and any additions or amendments to the claims subject thereof, and all rights acquired or maintained by the leasehold, possession or other principles of law or equity.

Lease: Lease, dated May 17, 1988, with Bamco Exploration, Inc., Donald E. Smith, Louise Smith, Delbert Reese, Karen Reese, Alice Hannaman, and Dora B. Smith as Lessor, and Touchstone Resources Company as Lessee, assigned from Touchstone Resources Company, to the Ivanhoe Joint Venture, by that

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Quitclaim and Assignment, dated August 24, 1990, recorded in Elko County, September 4, 1990, in Book 731, at Page 550. [The documents listed above are intended to give a general description of the lease, leased premises and an indication of the status of the leasehold interest, and are not represented as being a complete listing of all amendments, assignments or other documents pertaining thereto.]

<u>Claim Name</u>	<u>BLM Serial Number</u>
HOPE 1- 12	NMC 114378-114389

G. LEASE OF UNPATENTED MINING CLAIMS (Lease royalty): The unpatented mining claims set forth below are to include all rights acquired to the lands covered thereby, by virtue of the lease, and any addendums or amendments, and any additions or amendments to the claims subject thereof, and all rights acquired or maintained by the leasehold, possession or other principles of law or equity.

Lease: Mineral Lease with Option to Purchase, dated April 7, 1987, between Hi-Tech Exploration, Ltd. as Lessor, and Touchstone Resources Company as Lessee; Amendment to Mining Lease dated August 4, 1987; Second Amendment to Mining Lease dated March 23, 1991, assigned from Touchstone Resources Company, to the Ivanhoe Joint Venture, by that Quitclaim and Assignment, dated August 24, 1990, recorded in Elko County, September 4, 1990, in Book 731, at Page 550. [The documents listed above are intended to give a general description of the lease, leased premises and an indication of the status of the leasehold interest, and are not represented as being a complete listing of all amendments, assignments or other documents pertaining thereto.]

<u>Claim Name</u>	<u>BLM Serial Number</u>
ROBBIE 1	NMC 565745
ROBBIE 3	NMC 565746
ROBBIE 5- 24	NMC 105639-105658
ROBBIE 25- 27	NMC 417443-417445
ROBBIE 28- 34	NMC 103662-103668
ROBBIE 37- 38	NMC 103671-103672
ROBBIE 39- 40	NMC 462162-462163
ROBBIE 41- 42	NMC 103675-103676
ROBBIE 45- 46	NMC 462164-462165
ROBBIE 47- 51	NMC 417446-417450
ROBBIE 52	NMC 103686
ROBBIE 53	NMC 417452



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ROBBIE 56- 60	NMC 103690-103694
ROBBIE 61- 63	NMC 624927-624929
ROBBIE 64- 83	NMC 103698-103717
ROBBIE 84- 86	NMC 103872-103874
ROBBIE 87- 89	NMC 624930-624932
ROBBIE 90-106	NMC 103721-103737
ROBBIE 107	NMC 130875
ROBBIE 108-111	NMC 417458-417461

H. LEASE OF UNPATENTED MINING CLAIMS (Lease royalty): The unpatented mining claims set forth below are to include all rights acquired to the lands covered thereby, by virtue of the lease, and any addendums or amendments, and any additions or amendments to the claims subject thereof, and all rights acquired or maintained by the leasehold, possession or other principles of law or equity.

Lease: Option to Purchase Agreement with Operating Rights, dated June 5, 1987, between Elmer K. Aagaard, Faye Aagaard, Randal K. Aagaard and Terri Aagaard as Lessor, and Touchstone Resources Company as Lessee; Amendment to Option to Purchase Agreement with Operating Rights dated September 3, 1987; Amendment to Option to Purchase Agreement with Operating Rights dated December 17, 1990, assigned from Touchstone Resources Company, to the Ivanhoe Joint Venture, by that Quitclaim and Assignment, dated August 24, 1990, recorded in Elko County, September 4, 1990, in Book 731, at Page 550. [The documents listed above are intended to give a general description of the lease, leased premises and an indication of the status of the leasehold interest, and are not represented as being a complete listing of all amendments, assignments or other documents pertaining thereto.]

<u>Claim Name</u>	<u>BLM Serial Number</u>
AAG 1- 41	NMC 604045-604085
AAG 43-107	NMC 604086-604150
BMA 31- 33 (1/2 Int.)	NMC 313559-313561

I. WATER RIGHTS: The following described water rights (Permit Numbers of the Office of the Nevada State Engineer) subject of that certain Water Rights Quitclaim Deed from Galactic Services, Inc. to the Ivanhoe Joint Venture, dated April 24, 1990, recorded in the Elko County, April 26, 1990, in Book 719, at Page 541, and that certain Correction Water Rights Quitclaim Deed, dated May 2, 1990, recorded in Elko County, May 4, 1990, in Book 720, at Page 589. Such water rights are for points of diversion within Sections 3, 4, 5, and 9, Township 37 North, Range 48 East, for



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use within Sections 3, 4, 5, 8, 9 and 10, Township 37 North, Range 48 East, and within Section 32, 33 and 34, Township 38 North, Range 48 East, Elko County, Nevada.

Permit Nos. 52750, 52751, 52752, 52753, 52754 (as amended by 55664), and residual rights in and to 52755, if any.

and all other applications, permits, certificates, adverse or prescriptive uses, interests, or decrees of any kind or nature, whether or not perfected or adjudicated, for water or the right to use water within the townships described above in Section A.

J. EASEMENTS, RIGHTS-OF-WAY, AND ACCESS AGREEMENTS: The following described agreements:

1. Agreement with the Ellison Ranching Company, dated July 1988. (Originally acquired by Galactic Services, Inc.)
2. Right-of-Way Grant N 48616 from the Bureau of Land Management, dated October 1, 1988 and amended April 20, 1989. (Originally acquired by Galactic Services, Inc.)

and all other agreements, leases, rights-of-way, adverse or prescriptive uses and licenses of any kind or nature, oral or written, to access or utilize any other real property right described in this Exhibit A.

EXHIBIT B

List of Agreements Relating to Assets

The following Confidentiality Agreements among Galactic Resources Ltd., Cornucopia Resources Ltd. and the entities indicated:

DCC Equities Ltd., dated June 7, 1991; terminates June 7, 1994, two-mile area of interest.

FMC Gold Company, dated July 13, 1990; terminates July 10, 1993.

Newmont Mining Corporation, dated November 13, 1991; terminates November 13, 1992.

Amax Gold Inc., dated December 13, 1991; terminates December 13, 1992.

American Barrick, dated November 29, 1992, no expiry.

Balfour Holdings, dated January 28, 1992, no expiry.

Gold Fields Mining Corporation, dated December 11, 1991, expiring December 11, 1992.

Hemlo Gold Mines, dated February 6, 1992, expiring February 6, 1993.

Pathfinder Gold, dated January 16, 1992, expiring January 15, 1994.

Rio Algom, dated February 4, 1992, no expiry.

TVX Minerals, dated December 12, 1992, no expiry.

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EXHIBIT C

List of Material Leases and Agreements  
Relating to Personal Property

Vehicles Leased from Lee Bros. Leasing, Inc., 550 Kletzke Lane, Reno, Nevada 89502:

P-1 91 Ford Explorer, White, Serial # 1FMDU34X2MUD33874, Lic. 842DVD., Dated April 15, 1991 Expires April 15, 1993.

P-9 90 Ford 4x4, Tan, Serial # 2FTEF26NXLCA73280, Lic. 770DGX, Dated February 27, 1992, Expires February 27, 1993.

P-16 91 Ford, 4x4, White w/Tan, Serial # 1FTEF14Y5MLA02325, Lic. 395DRA, Dated October 3, 1990, Expires October 3, 1992.

P-20 91 Ford Bronco, White, Serial # 1FMEU15NBMLA46731, Lic. 970DVD, Dated April 15, 1991, Expires April 15, 1993.

Other Leases and Rentals

<u>Description</u>	<u>Serial #</u>	<u>Vendor</u>
1 - 12 x 56 Safety Trailer (\$307/mo)	2256	WMI
1 - 12 x 60 Office Trailer (\$305/mo)	87-C-6-0455	CVC Leasing
1 - 12 x 60 Office Trailer (\$305/mo)	46NCA6029L 6000629	CVC Leasing
1 - Dynalift 800# Reach Truck (\$1,600/mo)	JE7459	Caterpillar Financial
1 - Panasonic Telephone System - 11 units (\$170/mo)	Model KXT61630-50	AG Telephone
1 - Use of Microwave equipment for telephones (\$140/mo)		Crescent Communications
1 - MS73 RCC Mobile Phone (\$64.50/mo)		Nevada Telecommunications
1 - 30,000 gal. propane tank (supplied at no cost)		Turner Gas

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1 - 1,000 gal. propane tank  
(supplied at no cost)

6 - Water Coolers  
(\$58/mo)

3 - Coffee Makers

Medsystem Maintenance  
Agreement  
(\$300/mo)

Turner Gas

Crystal Springs

Crystal Springs

MINTEC, Inc.

COPY

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C-2

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EXHIBIT D

List of Permits and Other Documents

Permits/Licenses

1. USX/Ivanhoe Final Environmental Assessment and Plan of Operations #N16-87-02P

Submitted to Bureau of Land Management, Elko Resource Area, 1988. Valid through completion of the USX Phase of the Ivanhoe Project. Forty-four (44) amendments have been filed under this plan number.

2. Water Pollution Control Permit #NEV88022 (also called Zero Discharge Permit)

Submitted to Nevada Division of Environmental Protection. Effective December 11, 1990 through December 11, 1995.

3. Air Quality Permits to Construct Nos. 2406 and 2490 through 2498

Submitted to NDEP Bureau of Air Quality (BAQ). Permits to Construct effective February and July, 1990. Currently awaiting issuance of Permits to Operate, Permit No. 2494 Carbon, Regeneration Kiln, has expired. Permits 2492 (Cement Silo) and 2493 (Lime Silo) are awaiting amendment which were requested from BAQ in March, 1991.

4. Industrial Artificial Pond Permit #1843

Submitted to Nevada Department of Wildlife (NDOW). Effective April 1, 1990 through March 31, 1993.

5. Letter of Approval for Operation of Class III Landfill

Solid Waste Management Plan submitted to Nevada Division of Environmental Protection, Bureau of Land Management and Elko County for review. No actual permit required. Valid for the duration of the USX Phase.

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EXHIBIT E

Tangible Personal Property

A. Mine Site Items

1. Recovery Plant
2. Pug Mill
3. Preg & Barren Tanks
4. Pumps & Related Equipment
5. Leach Pad Liner, Electronic Detection System & Piping
6. Electrical Switchgear & Distribution
7. 1 14 X 70 Office Trailer (lab)
8. 1 8 X 45 Sampling Trailer
9. 1 1990 Kawasaki Bayou ATV
10. 1 14 X 70 Change Room/Lunchroom
11. 1 2010 Kawasaki Mule ATV
12. 1 Miller Welder
13. 1 75 kw DEUTZ generator for office trailers/GE-3  
S/N AD134942CMC
14. 1 Lister Set Generator S/N 2719-84
15. 4 Generators for water wells  
GE-4 25kw Deutz S/N AD131499 CMC & diesel tank  
GE-5 30kw Deutz S/N AD130043 CMC & diesel tank  
GE-6 30kw Deutz S/N AD130242 CMC & diesel tank  
GE-7 85kw Deutz S/N CR126463 MH & diesel tank
16. 2 Honda Generators (GE 9 & 10)
17. 1 Water collection tank w/Cornell pump
18. 1 Vehicle washing unit mounted on blue mobile  
trailer
19. 1 Boxcar storage unit w/contents

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- 20. 1 3hp 20 gal. Sears compressor
- 21. 1 CBC pre fab steel warehouse and maintenance building

1991 Additions - Mine Site

- 22. Sewage Disposal System
- 23. Storage Fences (around cyanide bins)
- 24. Fusion Machine
- 25. Pug Mill Sampler

B. Winnemucca Office Equipment

- |     |  |                              |
|-----|--|------------------------------|
| 1.  | WCD Turbo AT Computer  | WCD28635                     |
| 2.  | NEC Portable Multi-Speed Hard Disc and Epson FX-850 Printer      | 7400778HA                    |
| 3.  | Tandom Computer  | 41214                        |
| 4.  | IBM Printer  | 110278911                    |
| 5.  | Canon Fax Machine  | 3216137                      |
| 6.  | Compaq Deskpro 386/20 Computer w/ Monitor and Cumulus disk drive | 4742AQ3B0223                 |
| 7.  | Calcomp 1055 Plotter   | 2615                         |
| 8.  | Minolta EP870 Copier System                                      | S#315585                     |
| 9.  | Compu ADD Computer & Accessories w/Mintec Software               |                              |
| 10. | HP LaserJet Printer  |                              |
| 11. | Compaq Deskpro 386 Monitor                                       | 4014HT3H0546<br>003EB0053TAA |
| 12. | Xerox 2510 Engineering Copier                                    | 64G035450                    |
| 13. | IBM Wheelwriter 3  | 11-0054042                   |

- |     |  |   |
|-----|--|---|
| 14. | Sharp TV and 2 monitors  | VCR Model #TSR259   |
| 15. | Compaq Deskpro 286E Model #46 12K  | S#4948HZ3H0578  |
| 16. | Calcomp 1025 Plotter 8<br>Pin A-E Size   | S#016Y023   |
| 17. | Calcomp Digitizer 36" X 48"<br>Surface 4 button Model 9500                                   | S#T003746   |
| 18. | 11 Radios with Repeater  |   |
| 19. | 4 Motorola Radios  | S#538HQE0565<br>S#538HQEE0566<br>S#538HQE0567<br>S#776AQ50220 |
| 20. | 2 Minolta EP270 Copiers  | S#1630426<br>S#1618660  |
| 21. | Gateway 2000 Computer System<br>w/monitor and Bernoulli Box II<br>Model B220 X S/N 012800045 | 48633DXC  |

1991 Additions - Office Equipment

- 23. Hard Drive for 286 Computer
- 24. Back-up Unit for Computer
- 25. Hard Drive for 386 Computer
- 26. Calcomp Digitizer Model 33480

C. Survey Equipment

- |    |   |  |                     |
|----|---|--|---------------------|
| 1. | 1 | Topcon GTS-3B Electronic<br>Total Station                | S#Q32948            |
| 2. | 1 | Collectech-II Data Collection<br>System: 1-KCII Computer | S#A88402119005-0171 |
| 3. | 1 | Topcon AT-F6 Auto Level                                  | S#077470            |
| 4. | 1 | Hewlett-Packard 48SX<br>Calculator                       | S#3017A00094        |

- 5. 1 Hewlett Packard 41 CV Calculator S#3017A00094
- 6. 1 Seiko PPU thermal printer
- 7. 1 Topcan battery charger
- 8. 2 Triple prism - tilt
- 9. 2 Single prism w/extra holder - tilt
- 10. 2 Optical Plummet Tubauch Model 55501
- 11. 2 Tubauch Adapter S-2

D. Lab Equipment

- 1. Smith Heilfie Atomic Absorption Spectrophotometer
- 2. Fume Hood S/N 7946084
- 3. 2 BICO Pulverizers Model #242-67S
- 4. 3-Phase Dust Collector, Part #2429200
- 5. Sturtevant Crushing Rolls, 3-Phase
- 6. Rhino Jaw Crusher Part #24800
- 7. Shelf Oven S/N 630162
- 8. 2 Beckman table top GP centrifuge
- 9. 1 UTI 286 micro computer w/Panasonic KX-P1624 printer
- 10. 1 Thomas Jarrell Ash 440 Automatic Vapor Accessory
- 11. 2 Stera model 500L balances
- 12. 1 Branson 220 ultrasonic cleaner
- 13. 1 Precision gravity convection oven

E. Shop Equipment

- 1. 1 Craftsman Compressor Unit CP-2
- 2. 1 Acme electric Atec 60 amp battery charger

F. Vehicles

Ivanhoe I.D.E	Description	Vehicle I.D.#
1. P5 - '88 F250	Blue 4X4 302 Engine 8 Cylinder, 16" Tire	5294
2. P15 - Ambulance	Orange/Blue & white	6523
3. P18 - 78 3/4 ton	Two-tone Blue Flatbed 6 Cylinder, 15" Tire	4333
4. P19 - '76 E250	Blue & White Utility Van 2X4 VIN #E24HHB070-0	7040
5. P21 - '78 E350	Utility Van VIN #E24HHBG4871	4871

BOOK 236 PAGE 1  
 OFFICIAL RECORDS  
 RECORDED AT THE REQUEST OF  
*John Miller*  
 '92 JUN 26 A9:08

EUREKA COUNTY, NEVADA  
 M.N. REBALEATI, RECORDER  
 FILE NO. 141315 FEE \$ 28.00

FEE \$30.00 FILE # 322554  
 FILED FOR RECORD  
 AT REQUEST OF  
*John Miller*  
 92 JUN 25 A11:25

CERTIFICATION OF COPY  
 STATE OF NEVADA)  
 COUNTY OF ELKO ) SS.  
 I, JERRY D. REYNOLDS, the duly elected and qualified Recorder of Elko County, in the State of Nevada, do hereby certify that this is a true, full and correct copy of the instrument now on record in this office. IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of my office, in Elko, Nevada this

25 day of June A.D. 1992  
 JERRY D. REYNOLDS, COUNTY RECORDER  
 By *Jerry Reynolds*  
 (SEAL)

RECORDED BY 787 FILE 698  
 JERRY D. REYNOLDS  
 ELKO CO. RECORDER

322554  
 E-5  
 BOOK 236 PAGE 24  
**SEAL Affixed**  
 JFCD DE3

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EUREKA COUNTY, NEVADA  
DECLARATION OF VALUE

Recording Date 6/26/92 Book 236 Page 1-29 Instrument# 141315

Full Value Of Property Interest Conveyed \$ -0-

Less Assumed Liens & Encumbrances -

Taxable Value (NRS 375.010, Section 4) \$ -0-

Real Property Transfer Tax Due \$ -0-

If exempt, state reason, NRS 375.090, Section 10.3, Explain:

Escrow Holder only: Check if Real Property Transfer Tax is to be deferred under NRS 375.030, Section 3.

INDIVIDUAL

Under penalty of perjury, I hereby declare that the above statements are correct.

ESCROW HOLDER

Under penalty of perjury, I hereby declare that the above statements are correct to the best of my knowledge based upon the information available to me in the documents contained in the escrow file.

[Signature]  
Signature of Declarant

\_\_\_\_\_  
Signature of Declarant

John C. Miller  
Name (Please Print)

\_\_\_\_\_  
Name (Please Print)

Suite 201 - Blohm Bldg.  
Address

\_\_\_\_\_  
Escrow Number

Elko, Nevada 89801  
City State Zip

\_\_\_\_\_  
Firm Name

\_\_\_\_\_  
Address

\_\_\_\_\_  
City State Zip

Tax paid for the above transfer on 6/26, 1992, per NRS 375.030, Section 3.

[Signature]  
Signature of Recorder or Representative