

**TERMINATION CONFIRMATION AGREEMENT
RELATING TO EXPLORATION AGREEMENT**

152529

This Termination Confirmation Agreement ("Agreement") is dated and effective as of April 1, 1994 between Catellus Development Corporation ("CDC") and Santa Fe Pacific Gold Corporation ("SFPG").

CDC (through Southern Pacific Land Company, a predecessor corporation) and SFPG (through SFP Minerals Corporation, a predecessor corporation) entered into an Exploration Agreement dated as of August 1, 1985 ("Exploration Agreement"), pursuant to which SFPG had the rights to explore for and develop minerals on, and to acquire leasehold rights to minerals in certain lands owned by CDC in Eureka County, Nevada. A memorandum of the Exploration Agreement is recorded in the official records of Eureka County, Nevada, at Book 167, Page 339.

In consideration of the payment of \$10.00 (ten dollars) by CDC to SFPG, and for other valuable consideration, receipt of which is hereby acknowledged, CDC and SFPG agree as follows:

1. Termination

The Exploration Agreement is hereby terminated as to all lands owned by CDC as of the date of this Agreement.

2. Recording

From time to time and without further consideration, at the request of CDC, SFPG shall execute and deliver to CDC in form, acceptable for recording with the clerk of the county for each county in which any of the lands subject to the Exploration Agreement are located, appropriate written instruments in addition to this Agreement reflecting the termination of the Exploration Agreement.

3. Other Instruments

This Agreement shall not be construed to apply to or affect any Minerals Leases which were granted pursuant to the Exploration Agreement, prior to the date of this Agreement. This Agreement applies to and affects the Exploration Agreement only.

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For purposes of specifically removing the Exploration Agreement as an encumbrance upon certain lands previously subject to the Exploration Agreement, SFPG and CDC have from time to time after December 28, 1989, recorded releases of the Exploration Agreement in this county. This Agreement shall not in any way affect the releases previously recorded in this county.

CATELIUS DEVELOPMENT CORPORATION
By: Mc m h

SANTA FE PACIFIC GOLD CORPORATION
By: R. J. Galtney

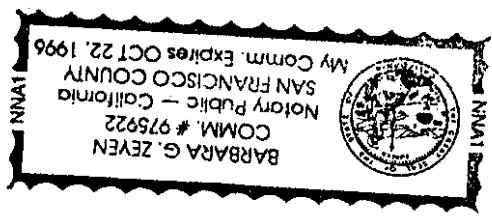
STATE OF CALIFORNIA
COUNTY OF SAN FRANCISCO

} ss.
}

The foregoing instrument was acknowledged before me this 8th day of April, 1994, by William O. Matthews, Vice President of CATELIUS DEVELOPMENT CORPORATION, a DEVELOPER corporation, on behalf of said corporation.

Barbara G. Zeyen
Notary Public

My Commission Expires: 10/22/96

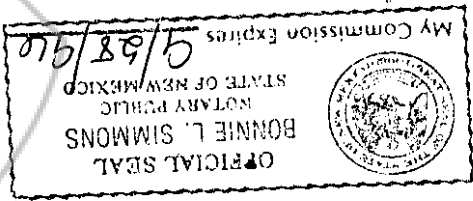


STATE OF NEW MEXICO
COUNTY OF BERNALILLO

}
} ss.
}

The foregoing instrument was acknowledged before me this 13th day of April, 1994, by R. T. Zitting, Chairman of SANTA FE PACIFIC GOLD CORPORATION, a Delaware corporation, on behalf of said corporation.

Bonnie L. Simmons
Notary Public



My Commission Expires: September 28, 1996

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OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Santa Fe Pacific Gold
94 MAY -2 P2:58

EUREKA COUNTY, NEVADA
M.N. REBALANTI, RECORDER
FILE NO. FEES \$900

152529

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