

QUITCLAIM DEED AND AGREEMENT

THIS QUITCLAIM DEED AND AGREEMENT, made effective August 17, 1994, is between NEWMONT GOLD COMPANY, a Delaware corporation ("Grantor"), whose address is 1700 Lincoln Street, Denver, Colorado 80203, and 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 Newmont Gold and High Desert Venture Agreement dated as of December 23, 1991 (the "Venture Agreement"), a memorandum of which is recorded in Book 230 at Pages 487-500 of the records of Eureka County, Nevada.

Grantor and Grantee were plaintiffs in an action styled High Desert Mineral Resources of Nevada, Inc. and Newmont Gold Company v. G.R. Adams, et al., in the Seventh Judicial District of the State of Nevada, in and for the county of Eureka. Pursuant to a judgment dated March 21, 1994, entered in such action (the "Quiet Title Judgment"), a copy of which is recorded in Book 266 (Official Records) at Pages 584-605 of the records of Eureka County, Nevada, Grantee was decreed the owner of an undivided 40% interest, and Grantor was decreed the owner of an undivided 60% interest, in the "Mining Claims" as defined therein, including the DDC und patented mining claims and the Vent 1, Vent 2, Vent 3 and Vent 4 und patented mining claims described in Exhibit A hereto (such claims, including any additional interest in such claims acquired pursuant to the Quiet Title Judgment, are herein referred to as the "Quiet Title Claims").

The Vent 5, Vent 6, Vent 7, Vent 8, Vent 9, Vent 10 and Vent 11 und patented mining claims described in Exhibit A hereto (the "Non-Quiet Title Claims") were not included in the "Mining Claims" subject to the Quiet Title Judgment. Pursuant to an amendment to the Venture Agreement of even date (the "First Amendment"), Grantor desires to confirm Grantee's ownership, resulting from the Quiet Title Judgment, of an undivided 40% interest in the Quiet Title Claims, and to quitclaim to Grantee an undivided 40% interest in the Non-Quiet Title Claims, insofar and only insofar as the Quiet Title Claims and the Non-Quiet Title Claims include land that is also included within the Area 1 Area of Interest

described in Exhibit B hereto (the portions of such claims within the Area 1 Area of Interest, insofar and only insofar as they cover such land, are herein referred to as the "DPC contributed interests and Vent contributed interests"), with the intent that such conveyance, together with the Quiet Title judgment, result in grantee owning an undivided 40% interest, and grantor owning an undivided 60% interest, in the DPC contributed interests and Vent contributed interests, subject to contribution of the DPC contributed interests and Vent contributed interests to the Newmont Gold and High Desert Venture pursuant to the First Amendment.

Quitclaim Deed and Agreement

In consideration of the execution and delivery by the parties of the First Amendment and other good and valuable consideration, grantor hereby remises, releases and forever quitclaims to grantee subject to the Venture Agreement an undivided 40% interest in the DPC contributed interests and Vent contributed interests, together with all improvements of every kind and character situated thereon.

TO HAVE AND TO HOLD such undivided 40% interest in the DPC contributed interests and Vent contributed interests, together with all appurtenances thereto, unto grantee, and its successors and assigns forever, subject to the obligation of grantee to contribute such undivided 40% interest in the DPC contributed interests and Vent contributed interests to the Newmont Gold and High Desert Venture pursuant to the First Amendment. It is the intent of grantor and grantee that this Quitclaim Deed and Agreement be given effect prior to the contribution by grantee of such interest to the Newmont Gold and High Desert Venture pursuant to the First Amendment, and prior to the Quitclaim Deed of even date from grantor and grantee conveying the DPC Non-Venture interests and Vent Non-Venture interests (as therein defined) to grantor.

The conveyance herein of an undivided 40% interest in the Quiet Title claims, insofar and only insofar as the Quiet Title claims include land that is also included within the Area 1 Area of Interest described in Exhibit B hereto, is intended only to confirm grantee's ownership of such interest in such claims as a result of the Quiet Title judgment, and is not intended to convey to grantee any interest therein in excess of an undivided 40% interest. Grantor and grantee intend and agree that this Quitclaim Deed and Agreement, together with the Quiet Title judgment, shall result in grantee owning an undivided 40% interest and grantor owning an undivided 60% interest in the DPC contributed interests and

Vent Contributed Interests, subject to contribution of the DDC
Contributed Interests and Vent Contributed Interests to the
Newmont Gold and High Desert Venture pursuant to the First
Amendment.

GRANTOR:

NEWMONT GOLD COMPANY,

a Delaware corporation

By:

Graham M. Clark, Jr.

Senior Vice-President
and General Counsel

Date Executed: August 16, 1994

GRANTEE:

HIGH DESERT MINERAL RESOURCES

OF NEVADA, INC., a Nevada

corporation

By:

Ronald Halavais

Ronald Halavais
Chief Executive Officer

Date Executed: August 17, 1994

By:

P. Lee Halavais

P. Lee Halavais
Vice President

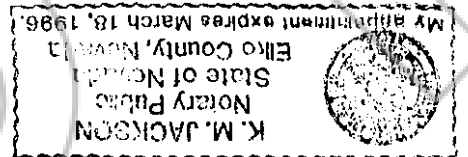
Date Executed: August 17, 1994

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(SEAL)

My commission expires:



Kim Jackson
Notary Public
March 18, 1996

On this 17th day of August, 1994, before me the undersigned, a notary public in the County of Elko in the State of Nevada duly commissioned and sworn, personally appeared Ronald Halavais and P. Lee Halavais, known or proved to me to be the persons who executed the above Quitclaim Deed and Agreement, in their respective capacities as Chief Executive Officer and Vice President of High Desert Mineral Resources of Nevada, Inc., a Nevada corporation, on behalf of said corporation.

STATE OF NEVADA
)
) ss.
)
COUNTY OF ELKO

(SEAL)

My commission expires:



Mary Kay Waggoner
Notary Public
Sept. 24, 1995

On this 16th day of August, 1994, 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., known or proved to me to be the person who executed the above Quitclaim Deed and Agreement, in his capacity as Senior Vice-President of Newmont Gold Company, a Delaware corporation, on behalf of said corporation.

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

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

The following unpatented mining claims and all amended locations, amended and additional locations and relocations thereof:

A. The following unpatented mining claims located in the S1/2S1/2 of Section 11, Township 35 North, Range 50 East of the M.D.B. & M., Eureka County, Nevada:

Claim	Location Certificate	Recording Data	Book	Page	BIM Serial	Number(s)
DCC #1	143	142	143	142	364173	
DCC #2	143	143	143	143	364174	
DCC #3	143	144	143	144	364175	

B. The following unpatented mining claims located in Sections 11 and 12, Township 35 North, Range 50 East, and Section 18, Township 35 North, Range 51 East, of the M.D.B. & M., Eureka County, Nevada:

Claim	Location Certificate	Recording Data	Book	Page	BIM Serial	Number(s)
Vent 1	247	34	247	34	677567	
Vent 2	247	35	247	35	677568	
Vent 3	247	36	247	36	677569	
Vent 4	247	37	247	37	677570	
Vent 5	249	181	249	181	679410	
Vent 6	249	182	249	182	679411	
Vent 7	249	183	249	183	679412	
Vent 8	249	184	249	184	679413	
Vent 9	249	185	249	185	679414	
Vent 10	249	186	249	186	679415	
Vent 11	269	94	269	94	699502	

Exhibit B
to
Quitclaim Deed and Agreement
Between
Newmont Gold Company
and
High Desert Mineral Resources of Nevada, Inc.
The Area 1 Area of Interest
Boundary Description

DESCRIPTION OF AREA 1 AREA OF INTEREST BOUNDARY

PARCEL 1:

A parcel of land located in Sections 1, 2, 10, 11 and 12, T 35 N, R 50 E, MDB & M., and Section 18, T 35 N, R 51 E, MDB & M., Eureka County, Nevada, more particularly described as follows:

Beginning at corner no. 1, a point being the Northwest corner of said Section 10, the true point of beginning,

thence N 89° 51' 21" E, 2632.17 feet along the Northernly line of said Section 10 to corner no. 2, a point being the North 1/4 corner of said Section 10,

thence N 89° 57' 47" E, 2633.61 feet along the Northernly line of said Section 10 to corner no. 3, a point being the Northeast corner of said Section 10,

thence N 00° 03' 47" E, 1500.44 feet along the Westerly line of said Section 2 to corner no. 4,

thence S 89° 53' 00" E, 2400.00 feet to corner no. 5, thence S 0° 07' 00" W, 1493.45 feet to corner no. 6, a point on the Northernly line of said Section 11,

thence N 89° 56' 59" E, 252.65 feet along the said Northernly line of Section 11 to corner no. 7, a point being the North 1/4 corner of said Section 11,

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thence N 89° 56' 44" E, 1242.00 feet along the said
 Northernly line of Section 11 to corner no. 8,

thence South, 389.78 feet to corner no. 9,
 thence S 89° 51' 38" E, 275.70 feet to corner no. 10,
 a point on the Northwesternly line of the Bald Eagle Lode
 Mining Claim, Mineral Survey No. 946758,
 recorded in the office of the Eureka County Recorder, Eureka,
 Nevada, in Book 20, at page 58 of Eureka County Deed Records,
 thence N 31° 56' 05" E, 1072.41 feet along the said
 Northwesternly line of the Bald Eagle Lode Mining Claim to
 corner no. 11, a point being the most Northernly corner of said
 Bald Eagle Lode Mining Claim,

thence S 38° 25' 55" E, 513.30 feet along the
 Northeastery line of the said Bald Eagle Lode Mining Claim to
 corner no. 12, a point on the Northwesternly line of the
 unpatented gold \$ No. 1 Lode Mining Claim, Mineral Survey No.
 4478, recorded in the said office of the Eureka County
 Recorder, Eureka, Nevada, as Document No. 146889,

thence S 28° 03' 48" W, 153.45 feet along the
 Northwesternly line of the said gold \$ No. 1 Lode Mining Claim
 to corner no. 13, a point on the Northwesternly line of the
 patented great Divide Lode Mining Claim, Mineral Survey No.
 4393, Patent No. 945439, recorded in the said office of the
 Eureka County Recorder, Eureka, Nevada, in Book 20 at page 57
 of Eureka County Deed Records,

thence N 31° 56' 05" E, 163.20 feet along the said
 Northwesternly line of the great Divide Lode Mining Claim to
 corner no. 14, a point being the most Northernly corner of the
 said great Divide Lode Mining Claim,
 thence S 23° 44' 46" E, 564.49 feet along the
 Northeastery line of the said great Divide Lode Mining Claim
 to corner no. 15,

thence N 89° 57' 10" E, 555.83 feet to corner no. 16,
 thence N 31° 09' 03" E, 133.20 feet to corner no. 17,
 thence S 58° 14' 27" E, 179.27 feet to corner no. 18,
 thence S 32° 37' 35" W, 346.42 feet to corner no. 19,
 thence South, 430.20 feet to corner no. 20,
 thence N 46° 30' 00" E, 999.33 feet to corner no. 21,

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thence S 43° 30' 00" E, 268.09 feet to corner no. 22,
 thence N 31° 30' 00" E, 371.23 feet to corner no. 23,
 thence S 58° 30' 00" E, 17.39 feet to corner no. 24,
 thence North, 295.21 feet to corner no. 25, a point
 on the Northernly line of said Section 12,

thence S 89° 53' 43" E, 924.96 feet along the said
 Northernly line of Section 12 to corner no. 26, a point being
 the North 1/4 corner of said Section 12,

thence S 89° 52' 04" E, 1607.36 feet along the said
 Northernly line of Section 12 to corner no. 27, a point on the
 Northwesternly line of the patented Holt Lode Mining claim,
 Mineral Survey No. 4422, Patent No. 881735, recorded in the
 said office of the Eureka County Recorder, Eureka, Nevada, in
 Book 20, at Page 55, of Eureka County Deed Records,

thence N 24° 07' 55" E, 122.63 feet along the said
 Northwesternly line of the Holt Lode Mining claim to corner no.
 28, a point being the most Northernly corner of the said Holt
 Lode Mining claim,

thence S 65° 52' 05" E, 235.00 feet along the
 Northeasternly line of the said Holt Lode Mining claim to
 corner no. 29, a point being the most Easterly corner of the
 said Holt Lode Mining claim,

thence S 24° 07' 55" W, 18.00 feet along the
 Southeasternly line of the said Holt Lode Mining claim to
 corner no. 30, a point on the said Northernly line of Section
 12,

thence S 89° 52' 04" E, 513.63 feet along the said
 Northernly line of Section 12 to corner no. 31,

thence South, 381.45 feet to corner no. 32,

thence East, 297.43 feet to corner no. 33, a point on
 the Easterly line of said Section 12,

thence S 00° 08' 27" W, 318.53 feet along the said
 Easterly line of Section 12 to corner no. 34, a point being
 the Northwest corner of said Section 18,

thence S 89° 53' 47" E, 2940.86 feet along the
 Northernly line of said Section 18 to corner no. 35, a point
 being the North 1/4 corner of said Section 18,

thence S 89° 55' 12" E, 2642.57 feet along the said Northerly line of Section 18 to corner no. 36, a point being the Northeast corner of said Section 18,

thence S 01° 16' 25" W, 1338.63 feet along the

Easterly line of said Section 18 to corner no. 37, a point being the North 1/16 corner on the Easterly line of said

Section 18,

thence S 89° 58' 57" W, 2643.03 feet along the North 1/16 line of said Section 18 to corner no. 38, a point being the Center-North 1/16 corner of said Section 18,

thence S 01° 17' 20" W, 1343.15 feet along the North-South 1/4 Section line of said Section 18 to corner no. 39, a point being the Center 1/4 corner of said Section 18,

thence S 89° 53' 06" W, 2887.53 feet along the East-West 1/4 Section line of said Section 18 to corner no. 40, a point being the West 1/4 corner of said Section 18,

thence S 00° 10' 32" W, 1889.37 feet along the Westerly line of said Section 18 to corner no. 41, a point being the Southeast corner of said Section 12,

thence N 89° 53' 07" W, 2668.11 feet along the Southerly line of said Section 12, to corner no. 42, a point being the South 1/4 corner of said Section 12,

thence N 89° 56' 59" W, 2644.99 feet along the said Southerly line of Section 12 to corner no. 43, a point being the Southwest corner of said Section 12,

thence N 00° 04' 40" E, 661.31 feet along the Westerly line of said Section 12 to corner no. 44, a point being the Southeast corner of the NE1/4 SE1/4, of said Section 11,

thence S 89° 57' 39" W, 450.83 feet along the Southerly line of the said NE1/4 SE1/4 of Section 11 to corner no. 45,

thence N 11° 00' 00" E, 479.04 feet to corner no. 46,

thence S 78° 50' 13" E, 13.17 feet to corner no. 47,

thence N 11° 12' 04" E, 1500.00 feet to corner no. 48,

thence N 78° 43' 45" W, 118.88 feet to corner no. 49,

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thence N 46° 30' 00" E, 220.26 feet to corner no. 50,
 thence N 43° 30' 00" W, 599.02 feet to corner no. 51,
 thence S 47° 00' 00" W, 235.34 feet to corner no. 52,
 thence S 0° 01' 27" E, 341.02 feet to corner no. 53,
 thence N 78° 43' 45" W, 48.63 feet to corner no. 54,
 thence N 76° 52' 35" W, 585.47 feet to corner no. 55,
 thence S 12° 15' 22" W, 771.81 feet to corner no. 56,
 thence S 11° 13' 14" W, 749.49 feet to corner no. 57,
 thence S 78° 50' 13" E, 187.77 feet to corner no. 58,
 thence S 47° 58' 04" W, 263.08 feet to corner no. 59,
 thence S 0° 07' 36" W, 644.62 feet to corner no. 60,
 thence West, 2249.57 feet to corner no. 61,
 thence South, 120.00 feet to corner no. 62,
 thence West, 1370.68 feet to corner no. 63,
 thence S 0° 07' 00" W, 387.09 feet to corner no. 64,
 a point on the southerly line of said Section 11,

thence S 89° 57' 53" W, 130.16 feet along the said
 southerly line of Section 11 to corner no. 65, a point being
 the Southeast corner of said Section 10,

thence S 89° 56' 29" W, 2632.89 feet along the
 southerly line of said Section 10 to corner no. 66, a point
 being the South 1/4 corner of said Section 10,

thence N 89° 55' 16" W, 2636.46 feet along the
 southerly line of said Section 10 to corner no. 67, a point
 being the Southwest corner of said Section 10,

thence N 00° 07' 43" E, 2638.34 feet along the
 westerly line of said Section 10 to corner no. 68, a point
 being the West 1/4 corner of said Section 10,

thence N 00° 06' 45" E, 2639.59 feet along the
 westerly line of said Section 10 to corner no. 1, the point of
 beginning.

PARCEL 2:

A parcel of land located in Section 2, T35N - R50E, MDB & M, Eureka County, Nevada, being all of the Patented July Lode Mining Claim, Mineral Survey No. 4528, Patent No. 935874, patented April 7, 1924, recorded in the office of the Eureka County Recorder, Eureka, Nevada, in Book 20 at Page 54 of Eureka County, Deed Records, and more particularly described as follows:

Commencing at the South 1/4 corner of Section 33, T 36 N, R 50 E, MDB & M., thence S 87° 38' 40" E, 794.93 feet to the Northwest corner of the said Patented July Lode Mining Claim, a point being corner no. 1, the true point of beginning,

thence S 87° 28' 31" E, 600.00 feet along the Northerly line of the said Patented July Lode Mining Claim to corner no. 2, a point being the Northeast corner of the said Patented July Lode Mining Claim,

thence S 02° 24' 45" W, 1500.00 feet along the Easterly line of the said Patented July Lode Mining Claim to corner no. 3, a point being the Southeast corner of the said Patented July Lode Mining Claim,

thence N 87° 28' 31" W, 600.00 feet along the Southerly line of the said Patented July Lode Mining Claim to corner no. 4, a point being the Southwest corner of the said Patented July Lode Mining Claim,

thence N 02° 24' 45" E, 1500.00 feet along the Westerly line of the said Patented July Lode Mining Claim to corner no. 1, the point of beginning.

* * * * *

The Basis of Bearings for the parcels described as PARCEL 1 and PARCEL 2 is the line between the West 1/4 corner and the Northwest corner of said Section 10 taken as N 00° 06' 45" E.

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FILE NO. 17

H.N. REBALEATI, RECORDER

94 SEP 16 AM 11:13

NEW MONT GOLD COMPANY

RECORDED AT THE REQUEST OF

OFFICIAL RECORDS

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