

ASSIGNMENT AND BILL OF SALE

This Assignment and Bill of Sale is made this 6th day of June, 1997, by Pathfinder Mines Corporation (hereinafter "Assignor/Grantor") to Placer Dome U.S. Inc., a California corporation (hereinafter "Assignee/Grantee").

1. Assignor/Grantor owns a 53% participating interest in a joint venture commonly known as the Buckhorn Joint Venture Project ("Joint Venture") which was formed under the terms of a Joint Venture and Operating Agreement dated March 7, 1983.

2. By agreement entered into by and between Assignor/Grantor and Assignee/Grantee, Assignor/Grantor has agreed to assign and grant to Assignee/Grantee all of Assignor's/Grantor's rights, titles and interests in and to the Joint Venture.

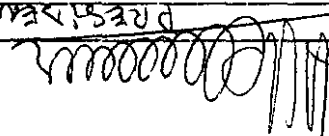
3. By this Assignment and Bill of Sale, Assignor/Grantor intends to set aside, transfer and convey to Assignee/Grantee all of Assignor's/Grantor's interests in the Joint Venture.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor/Grantor hereby transfers, assigns and sets over to Assignee/Grantee, free and clear of any claims, liens, or other encumbrances whatsoever, all of Assignor/Grantor's rights, titles, interests, entitlements, claims, duties and obligations relating to the Joint Venture, including, but not limited to its rights, interests, duties and obligations as a participating 53% interest holder in the Joint Venture and any claims, permits, licenses, operating plans and any other tangible or intangible property or rights relating to the Joint Venture, but which are in Assignor/Grantor's name.

Assignor/Grantor agrees to execute such further assignments, bills of sale, documents of title and such other documents as may be necessary to transfer, convey and set aside any personal property, personal property rights, permits, intangibles and other property owned or leased by Assignor/Grantor in relation to the Joint Venture.

DATED this 6th day of June, 1997.

PATHFINDER MINES CORPORATION,  
a Delaware corporation

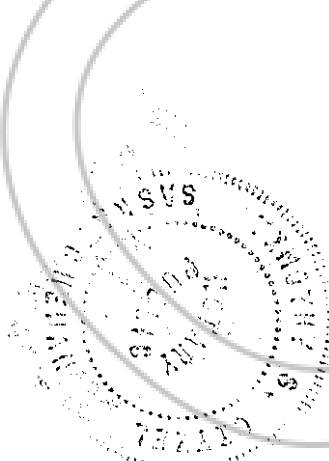
By:   
Its: President

**CERTIFICATE OF ACKNOWLEDGEMENT**

PROVINCE OF Saskatchewan )  
) ss. )  
CANADA )

On this 6<sup>th</sup> day of June, 1997 personally appeared before me, a Notary Public, Alvin Mary, 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.

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NOTARY PUBLIC



**TIMOTHY S. GITZEL**  
Barrister & Solicitor for Saskatchewan  
P.O. Box 9204/817, 825-45th St. W.  
SASKATOON, Saskatchewan  
S7K 3X5

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