

AGREEMENT TO TERMINATE VENTURE AGREEMENT

This Agreement to Terminate Venture Agreement ("Agreement") is effective as of August 13, 1997, between NEWMONT EXPLORATION LIMITED ("Newmont"), a Delaware corporation, and TOUCHSTONE RESOURCES COMPANY ("Touchstone"), a Nevada corporation.

RECITALS

A. Newmont and Touchstone entered into a Venture Agreement dated June 23, 1992 ("Venture Agreement") concerning certain real and personal property located in Elko, Eureka, and Lander Counties, Nevada.

B. Newmont, Touchstone, and Great Basin Gold, Inc., a Nevada corporation, entered into a Purchase Agreement, effective August 13, 1997 ("Purchase Agreement"), whereby Newmont and Touchstone agreed to terminate the Venture Agreement.

Therefore, in consideration of the mutual covenants contained in this Agreement and the Purchase Agreement, and other valuable consideration, the receipt of which is hereby acknowledged by the parties, Newmont and Touchstone agree as follows:

AGREEMENT

1. Newmont and Touchstone hereby terminate the Venture Agreement as of the effective date of this Agreement.
2. The distribution of all assets of the joint Venture shall be governed by the terms of the Purchase Agreement.

3. Responsibility for any and all continuing

liabilities and obligations under the Venture Agreement shall be governed by the terms of the Purchase Agreement, and the Venture Agreement, to the extent it is not inconsistent with the terms of the Purchase agreement.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

NEWMONT EXPLORATION LIMITED

By:

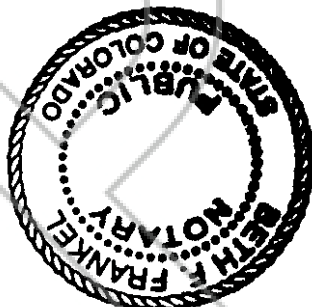
[Signature]

STATE OF COLORADO

CITY AND COUNTY OF DENVER

)
) ss.
)

This instrument was acknowledged before me on this 13th day of August, 1997, by Leander G. Kral as President of Newmont Exploration Limited.



[SEAL]

Beth F. Frankel
Notary Public

My commission expires: 8-2-99

TOUCHSTONE RESOURCES COMPANY

BY: [Signature]

COUNTRY OF CANADA

)
) ss.
)

PROVINCE OF BRITISH COLUMBIA

This instrument was acknowledged before me on this 12th day of August, 1997, by Andrew Miller as President of Touchstone Resources Company.

[Signature]
Notary Public

My commission expires: August 1998



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OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Newmont Gold Co
97 SEP - 8 AM 11:53

ELUREKA COUNTY NEVADA
M.M. REBALZATI, RECORDER
FILE NO. 204034
FEES \$ 9.00

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BOOK 312 PAGE 472

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FEES \$ 9.00 DEP. MV

RAYE K. FAGG
RECORDER

OFFICIAL RECORDS
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RECORD REQUESTED BY
Newmont Gold Co.
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