

TERMINATION, QUITCLAIM AND RELEASE

THIS TERMINATION, QUITCLAIM AND RELEASE, effective as of the 8th day of September 1997, is between NEWMONT EXPLORATION LIMITED, a Delaware corporation ("Newmont"), whose address is 555 Fifth Street, Elko, Nevada 89801 and SANTA FE PACIFIC GOLD CORPORATION, a Delaware corporation ("Santa Fe"), whose address is 1700 Lincoln Street, Denver, Colorado 80203.

RECITALS

A. Newmont and Santa Fe entered into an Exploration, Development and Mining Operations Agreement (the "Operations Agreement") dated effective April 15, 1996, a Memorandum of which was recorded February 4, 1997 in Book 305, Page 428 of the Official Records of Eureka County, Nevada.

B. By Letter dated September 5, 1997 Santa Fe and Newmont terminated the Operations Agreement effective September 8, 1997. The parties wish to provide public notice of the termination, and wish to evidence for record title purposes that each party has retained the property it contributed to the Operations Agreement. This termination includes termination of the Area of Interest provisions of the Operations Agreement.

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration Santa Fe and Newmont hereby agree as follows:

1. Termination of Operations Agreement. Newmont and Santa Fe hereby terminate the Operations Agreement, effective September 8, 1997.

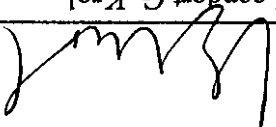
2. Quitclaim Conveyances

a. Santa Fe, for and in consideration of Ten Dollars (\$10.00) and other valuable consideration to it paid by Newmont, the receipt of which is hereby acknowledged, does assigns, all right, title and interest of Santa Fe in and to the Newmont Claims described in Part I of Exhibit A attached hereto, TO HAVE AND TO HOLD THE same unto Newmont, its successors and assigns forever.

b. Newmont, for and in consideration of Ten Dollars (\$10.00) and other valuable consideration to it paid by Santa Fe, the receipt of which is hereby acknowledged, does by these presents hereby remise, release and forever quitclaim unto Santa Fe, its successors and assigns, all right, title and interest of Newmont in and to the Santa Fe Fee Lands and the Santa Fe Base Lease Lands described in Part 2 of Exhibit A attached hereto, TO HAVE AND TO HOLD THE same unto Santa Fe, its successors and assigns forever.

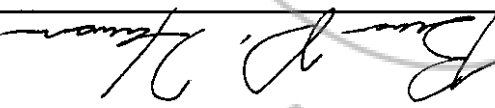
IN WITNESS WHEREOF, this Termination, Quitclaim and Release is executed and effective as of the day and year above written.

NEWMONT EXPLORATION LIMITED,  
a Delaware corporation

By: 

Name: Leendert G. Kroil  
Title: President

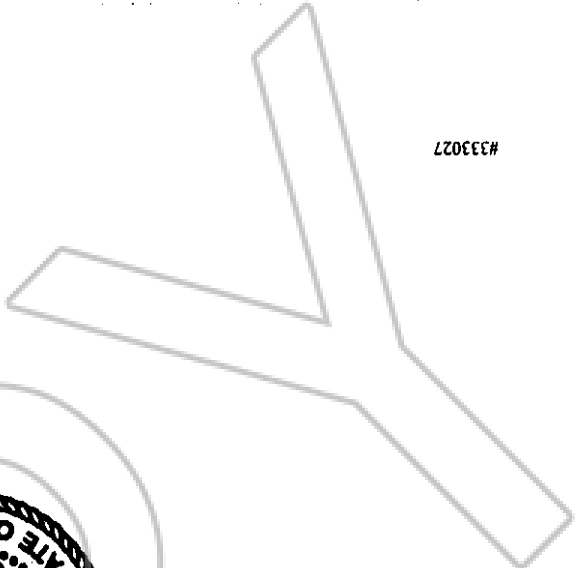
SANTA FE PACIFIC GOLD CORPORATION,  
a Delaware corporation

By: 

Name: Bruce D. Hansen  
Title: Senior Vice President

PROXY

#333027



My Commission Expires: 8-2-99

Notary Public

*Beth F. Frankel*

Witness my hand and official seal.

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of October, 1997, by Bruce D. Hansen, a Senior Vice President of SANTA FE PACIFIC GOLD CORPORATION, a Delaware corporation, on behalf of the corporation.

CITY AND COUNTY OF DENVER

)  
) ss.



My Commission Expires: 8-2-99

Notary Public

*Beth F. Frankel*

Witness my hand and official seal.

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of October, 1997, by Leander G. Krol, President of NEWMONT EXPLORATION LIMITED, a Delaware corporation, on behalf of the corporation.

CITY AND COUNTY OF DENVER

)  
) ss.

STATE OF COLORADO

COPY

#333027

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EXHIBIT A

PROPERTIES

(Part I)

Eureka County, Nevada

Part I - Newmont Real Estate Contribution: Newmont Claims

The following unpatented, lode mining claims insofar as said claims are located within the Area of Interest:

BIM Serial #	Claim Name	Book & Page #
712727	Cherry 1	280 446
712728	Cherry 2	280 447
712729	Cherry 3	280 448
712730	Cherry 4	280 449
712731	Cherry 5	280 450
712732	Cherry 6	280 451
712733	Cherry 7	280 452
712734	Cherry 8	280 453
712735	Cherry 9	280 454
712736	Cherry 10	280 455
721737	Cherry 11	280 456
712738	Cherry 12	280 457
712739	Cherry 13	280 458
712740	Cherry 14	280 459

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BIM Serial NMC #	Claim Name	Book & Page #
712741	Cherry 15	280 460
712742	Cherry 16	280 461
712743	Cherry 17	280 462
712744	Cherry 18	280 463
712745	Cherry 19	280 464
712746	Cherry 20	280 465
712747	Cherry 21	280 466
712748	Cherry 22	280 467
712749	Cherry 23	280 468
712750	Cherry 24	280 469
712751	Cherry 25	280 470
712752	Cherry 26	280 471
712753	Cherry 27	280 472
712754	Cherry 28	280 473
712755	Cherry 29	280 474
712756	Cherry 30	280 475
712757	Cherry 31	280 476
712758	Cherry 32	280 477
712759	Cherry 33	280 478
712760	Cherry 34	280 479
712761	Cherry 35	280 480
712762	Cherry 36	280 481
712763	Cherry 37	280 482
712764	Cherry 38	280 483
712765	Cherry 39	280 484

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BLM Serial	NMC #	Claim Name	Book & Page #
712766		Cherry 40	280
712767		Cherry 41	280
712768		Cherry 42	280
712769		Cherry 43	280
712770		Cherry 44	280
712771		Cherry 45	280
712772		Cherry 46	280
712773		Cherry 47	280
712774		Cherry 48	280
712775		Cherry 49	280
712776		Cherry 50	280
712777		Cherry 51	280
712778		Cherry 52	280
712779		Cherry 53	280
712780		Cherry 54	280
712781		Cherry 55	280
712782		Cherry 56	280
712783		Cherry 57	280
712784		Cherry 58	280
712785		Cherry 59	280
712786		Cherry 60	280
712787		Cherry 61	280
712788		Cherry 62	280
712789		Cherry 63	280
712790		Cherry 64	280

BIM Serial	Claim Name	Book & Page #
712791	Cherry 65	280
712792	Cherry 66	280
712793	Cherry 67	280
712794	Cherry 68	280
712795	Cherry 69	280
712796	Cherry 70	280
712797	Cherry 71	280
712798	Cherry 72	280
712799	Cherry 73	280
87116	Gladiator 1	72
87117	Gladiator 2	72
87118	Gladiator 3	72
87119	Gladiator 4	72
87120	Gladiator 5	72
87121	Gladiator 6	72
87122	Gladiator 7	72
87123	Gladiator 8	72
87124	Gladiator 9	72
87125	Gladiator 10	72
87126	Gladiator 11	72
87127	Gladiator 12	72
87128	Gladiator 13	72
87129	Gladiator 14	72
87130	Gladiator 15	72
87131	Gladiator 16	72

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BLM Serial	NMC #	Claim Name	Book & Page #	Amended Book & Page #
140260		TN 29	78	118
140259		TN 28	78	117
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				--

BLM Serial	NMC #	Claim Name	Book & Page #
87132		Gladiator 17	72
87133		Gladiator 18	72
87134		Gladiator 19	72
87135		Gladiator 20	72
87136		Gladiator 21	72
87137		Gladiator 22	72
87138		Gladiator 23	72
87139		Gladiator 24	72
87140		Gladiator 25	72
87141		Gladiator 26	72
87142		Gladiator 27	72
87143		Gladiator 28	72
87144		Gladiator 29	72
87145		Gladiator 30	72
87146		Gladiator 31	72
87147		Gladiator 32	72
87148		Gladiator 33	72
87149		Gladiator 34	72
87150		Gladiator 35	72
87151		Gladiator 36	72
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BLM Serial #	Claim Name	Book & Page #	Amended Book & Page #
140261	TN 30	78 119	-- --
140262	TN 31	78 120	-- --
140263	TN 32	78 121	210 441
140264	TN 33	78 122	210 442
140265	TN 34	78 123	210 443
140266	TN 35	78 124	210 444
140267	TN 36	78 125	210 445
140268	TN 37	78 126	210 446
140269	TN 38	78 127	-- --
140270	TN 39	78 128	-- --
140271	TN 40	78 129	-- --
140272	TN 41	78 130	-- --
140273	TN 42	78 131	-- --
140274	TN 43	78 132	-- --
140275	TN 44	78 133	-- --
140276	TN 45	78 134	-- --
140277	TN 46	78 135	-- --
140278	TN 47	78 136	-- --
140279	TN 48	78 137	-- --
140280	TN 49	78 138	-- --
140281	TN 50	78 139	-- --
140282	TN 51	78 140	-- --
140283	TN 52	78 141	-- --
140284	TN 53	78 142	-- --

EXHIBIT A  
(Part 2)

Eureka County, Nevada

Part 2 - Santa Fe Real Estate Contribution

A. Santa Fe Fee Lands.

Lands Owned by Santa Fe Pacific Gold Corporation:

Township 33 North, Range 51 East

Section 5: All, 640 acres

Section 9: All, 640 acres

Section 15: All, 640 acres

Section 17: All, 640 acres

Section 21: All, 640 acres

B. Santa Fe Base Lease Lands.

The following lands leased by Santa Fe Pacific Gold Corporation pursuant to that certain Minerals Lease (SPL-06699) from Southern Pacific Land Company, as Lessor, to SFP Minerals Corporation, predecessor in interest to Santa Fe Pacific Gold Corporation, dated August 3, 1987, insofar and only insofar as said lease covers the following described land:

Township 33 North, Range 51 East

Section 29: All, 640 acres

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OFFICIAL RECORDS  
RECORDED AT THE REQUEST OF  
*Thomson Exploration Ltd*  
97 OCT 16 PM 1:10  
EUREKA COUNTY, NEVADA  
M.N. REBALANCE, RECORDER  
FILE NO. FEES \$300

