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IN THE OFFICE OF THE CHETARY OF STATE OF THE STATE OF NEVADA

State of Delaware

Office of the Secretary of State

MAR 0 1 1999

THE REPORT OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP; WHICH MERGES:

"NEWMONT EXPLORATION, DINITED", A DELAWARE CORPORATION, WITH AND THTO "NEWMONT GOLD COMPANY" UNDER THE NAME OF "NEWMONT GOLD COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED' AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1998, AT 1:30 O'CLOCK P.M.

AUTHENTICATION: 9600911

DATE: 03-01-99

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CERTIFICATE OF OWNERSHIP AND MERGER OF SUBSIDIARY INTO PARENT **MERGING** NEWMONT EXPLORATION LIMITED INTO **NEWMONT GOLD COMPANY**

> (Pursuant To Section 253 Of The General Corporation Law Of Delaware)

Newmont Gold Company, a Delaware corporation (the "Company"), does hereby certify:

FIRST: That the Company is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Company owns all of the outstanding shares of each class of the capital stock of Newmont Exploration Limited, a Deleware corporation.

THIRD: That the Company, by the following resolutions of its Board of Directors, duly adopted on the 28th day of Jamary, 1998, determined to merge into itself Newmont Exploration Limited on the conditions set forth in such resolutions:

WHEREAS, Newmont Exploration Limited, a Delaware corporation ("NEL") is a wholly owned subsidiary of the Company; and

WHEREAS, it is in the best interests of the Company that NEL be merged with and into the Company.

RESOLVED, that the Company merge into itself its subsidiary, NPL, and essume all of said subsidiary a liabilities and obligations; and further

RESOLVED, that the Executive Vice President and the Secretary of this Company be, and they hereby are, directed to make, execute and acknowledge a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said NEL into the Company and to assume sald subsidiary s liabilities and obligations and the date of adoption thereof and to file the same in the office of the Secretary of State of Delaware and a certified copy thereof in the Office of the Recorder of Deeds of Delaware; and further

STATE OF DELAMARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 01:30 PM 12/22/1998 981496181 - 0623413

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RESOLVED, that the officers of the Company be, and each hereby is, authorized and directed to do or cause to be done all such acts and things and to make, execute and deliver, or cause to be made, executed and delivered, in the name and on behalf of the Company or otherwise, all such documents and instruments, as the officers may deem necessary or advisable in order fully to effectuate the purpose and intention of the foregoing resolutions.

IN WITNESS WHEREOF, said Newmont Gold Company has caused its corporate scal to be affixed and this certificate to be signed by Wayne W. Murdy, its authorized officer, and attested to by Timothy I. Schmitt, its Secretary, this <u>22</u> day of <u>Irremyter</u> 1998.

NEWMONT GOLD COMPANY

Wayne W. Murdy

Executive Vice President

Attest:

Timothy J. Schmitt Secretary

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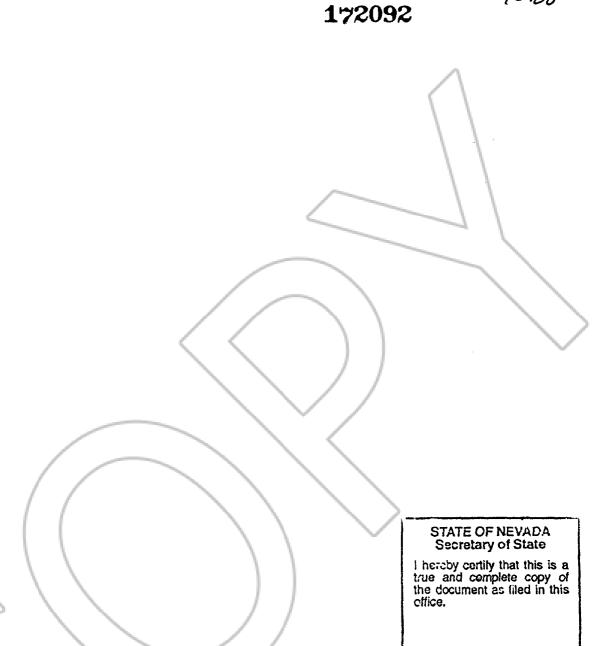
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DEAN HELLER Secretary of State

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