

172092

FILED  
IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

State of Delaware

Office of the Secretary of State

PAGE 1

MAR 01 1999

C 636-69

EDWARD J. FREEL, SECRETARY 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 LIMITED" A DELAWARE CORPORATION,  
WITH AND INTO "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.



Edward J. Freel, Secretary of State

AUTHENTICATION: 9600911

DATE: 03-01-99

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**FILED**  
IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

MAR 01 1999

*010316-65*  
*John Hill*  
DEPUTY SECRETARY OF STATE

**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 Delaware corporation.

**THIRD:** That the Company, by the following resolutions of its Board of Directors, duly adopted on the 28th day of January, 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, NEL, and assume all of said subsidiary's 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 said 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 DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 01:30 PM 12/22/1998  
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OFFICIAL RECORDS  
RECORDED AT THE REQUEST OF  
*Newmont Gold Co.*  
99 MAR 24 AM 11:37

EUREKA COUNTY NEVADA  
M.N. REBALEATI, RECORDER  
FILE NO. FEES \$10.00

172092

COPY

BOOK 326 PAGE 278

STATE OF NEVADA  
Secretary of State  
I hereby certify that this is a  
true and complete copy of  
the document as filed in this  
office.  
MAR 2 '99  
*Dean Heller*  
DEAN HELLER  
Secretary of State  
By *Amorton*