

172210

MEMORANDUM OF AGREEMENT

After Recording Return to:

Newmont Gold Company
1700 Lincoln Street, Suite 2800
Denver, Colorado 80203
Attention: Director, Land

MEMORANDUM OF COOPERATIVE OPERATIONS AGREEMENT

This Memorandum of Cooperative Operations Agreement (this "Memorandum"), is made as of May 3, 1999, between Newmont Gold Company, a Delaware corporation ("Newmont"), whose address is 1700 Lincoln Street, Suite 2800, Denver, Colorado 80203, and Barrick Goldstrike Mines Inc., a Colorado corporation ("Barrick"), whose address is P. O. Box 29, Elko, Nevada 89803.

Newmont and Barrick are parties to a Cooperative Operations Agreement (the "Agreement") dated as of May 3, 1999. This Memorandum summarizes certain principal terms of the Agreement.

1. Description of Affected Real Property. The Agreement affects all or portions of property located in Eureka County, Nevada more particularly identified on Exhibit A hereto (the "Property"), portions of which, or certain interests in which, are owned by Barrick and portions of which, or certain interests in which, are owned by Newmont.

2. Term of Agreement. The Agreement will continue to be effective for so long as either Newmont or Barrick continues to conduct Operations as described in the Agreement, including related reclamation and environmental compliance activities, in or with respect to portions of the Property.

3. Description of Agreement. The Agreement sets forth the agreement between Newmont and Barrick with respect to the coordination of their respective Operations on or under the Property.

4. Character of Covenants and Easements in Agreement. The covenants and easements set forth in the Agreement affecting the Property, including those described in this Memorandum, shall inure to the benefit of, or bind, as applicable, Newmont and Barrick and their respective successors and assigns, and shall run with and burden the Property.

5. Easements Granted in Agreement. Pursuant to the Agreement, Barrick granted and conveyed to Newmont, for the term of the Agreement, the following easements, exercisable in accordance with the terms and limitations of the Agreement:

(a) an exclusive (subject to the rights of Barrick under the Agreement) easement to use and occupy the 4900 Site, the 4350 Yard, the 4480 Five Acre Yard, the 4480 Seven Acre Yard, the 4480 Intended Final Yard or the 4480 Alternate Final Yard, the 4480 Bench, the 4480 Backup Sites (as may be relocated from time to time pursuant to the Agreement), the 4480 Panhandle, and the 5560 Site, and to install, construct, maintain and use thereon the 4350 Portal, the 4480 Initial and Extended Portals and any and all other facilities (including but not limited to a backfill plant, vent raises and utility boreholes) useful or necessary to Newmont in the conduct of its Operations and consistent with the Agreement, and each as more fully described on the Exhibits hereto as follows:

Exhibit B-1: the 4350 Yard, the 4480 Five Acre Yard, the 4480 Bench, the 4350 Portal and the 4480 Initial Portal;

Exhibit B-2: the 4900 Site, the 4480 Seven Acre Yard and the 4480 Extended Portal;

Exhibit B-3: the 4480 Intended Final Yard;

Exhibit B-4: the 4480 Alternate Final Yard and 4480 Panhandle;

Exhibits B-6 and B-7: the 4480 Backup Sites; and

Exhibit B-8: the 5560 Site;

(b) an exclusive (except with respect to Barrick) easement to utilize that portion of the subsurface of the Property owned by Barrick for construction, maintenance, occupancy, working and use of underground mine drifts and workings of the Deep Post Underground Mine in accordance with the Underground Mine Plan, generally as depicted on Exhibit B-5 hereto;

(c) a nonexclusive easement of vehicular and pedestrian ingress and egress to and from the Betze-Post Mine for purposes of Newmont's Operations, exercisable in the manner and subject to the limitations stated in the Agreement, including but not limited to use of the Backfill Ramp, the South Ramp, the Initial Primary Access Route, the Secondary Access Route, and ramps to the 4900 Site and the 5560 Site; and

(d) a nonexclusive easement to install, construct, maintain, operate and use facilities for the provision of utilities and other services useful or necessary to the Deep Post Underground Mine and Newmont's Operations, including but not limited to electrical lines, water lines, pumps, tanks, drains, vents, dewatering equipment, communications facilities and utility boreholes, some uses being more fully described on Exhibits H, N-1, N-2, and N-3, located and exercisable in the manner and subject to the limitations in the Agreement.

(e) a non-exclusive easement to install, construct, maintain, operate and use a communications repeater facility with a direct line-of-sight to the Chevas Peak communications site, exercisable in the manner and subject to the limitations stated in the Agreement.

6. Covenants Related to Operations. The Agreement sets out certain terms and conditions under which each Party covenants to conduct its respective Operations. In particular, the Agreement sets out certain terms and conditions under which Barrick may construct and operate the Betze-Post Mine according to the Open Pit Mine Plan and may backfill portions of the Betze-Post Mine with waste rock according to the Backfill Plan. Likewise, the Agreement sets out certain terms and conditions under which Newmont may construct and operate the Deep Post Underground Mine according to the Underground Mine Plan. The terms and conditions of the Agreement also contain covenants with respect to the design and operation of facilities constructed on the Property, blasting and underground support, and related matters.

7. Definitions. All capitalized terms used herein and not otherwise defined shall have the meanings ascribed to such terms in the Agreement.

This Memorandum has been executed and recorded as notice of the Agreement in lieu of recording the Agreement itself. This Memorandum is not intended to and shall not modify, limit or otherwise alter the terms, conditions and provisions of the Agreement. If an inconsistency exists between the Agreement and this Memorandum, the Agreement shall control.

Barrick and Newmont have executed this Memorandum on the day and year first above written.

BARRICK GOLDSTRIKE MINES INC.,
a Colorado corporation

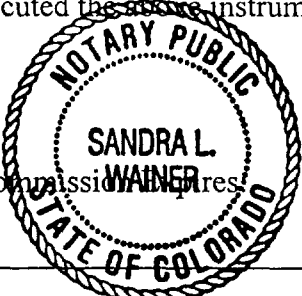
By: Greg Fauquier
Greg Fauquier
Vice President

NEWMONT GOLD COMPANY,
a Delaware corporation

By: Joy E. Hansen
Joy E. Hansen
Vice President

STATE OF COLORADO)
)
CITY AND COUNTY OF DENVER)

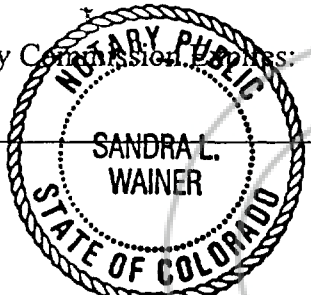
On this 3rd day of May, 1999, personally appeared before me, a Notary Public, Greg Fauquier, a Vice President of Barrick Goldstrike Mines Inc., personally known or proved to me to be the person whose name is subscribed to the above instrument who acknowledged to me that he executed the above instrument on behalf of Barrick Goldstrike Mines Inc.

My Commission Expires: 
My Comm. Expires 12/05/2002

Sandra L. Wainer
Notary Public

STATE OF COLORADO)
)
COUNTY OF DENVER)

On this 3rd day of May, 1999, personally appeared before me, a Notary Public, Joy E. Hansen, a Vice President of Newmont Gold Company, personally known or proved to me to be the person whose name is subscribed to the above instrument who acknowledged to me that she executed the above instrument on behalf of Newmont Gold Company.

My Commission Expires: 
My Comm. Expires 12/05/2002

Sandra L. Wainer
Notary Public

Exhibit A

Property

Township 36 North, Range 49 East, Mount Diablo Meridian, Eureka County, Nevada

Section 24: All

Section 25: All

Township 36 North, Range 50 East, Mount Diablo Meridian, Eureka County, Nevada

Section 19: All

Section 20: All

Section 29: All

Section 30: All

Exhibit B-1

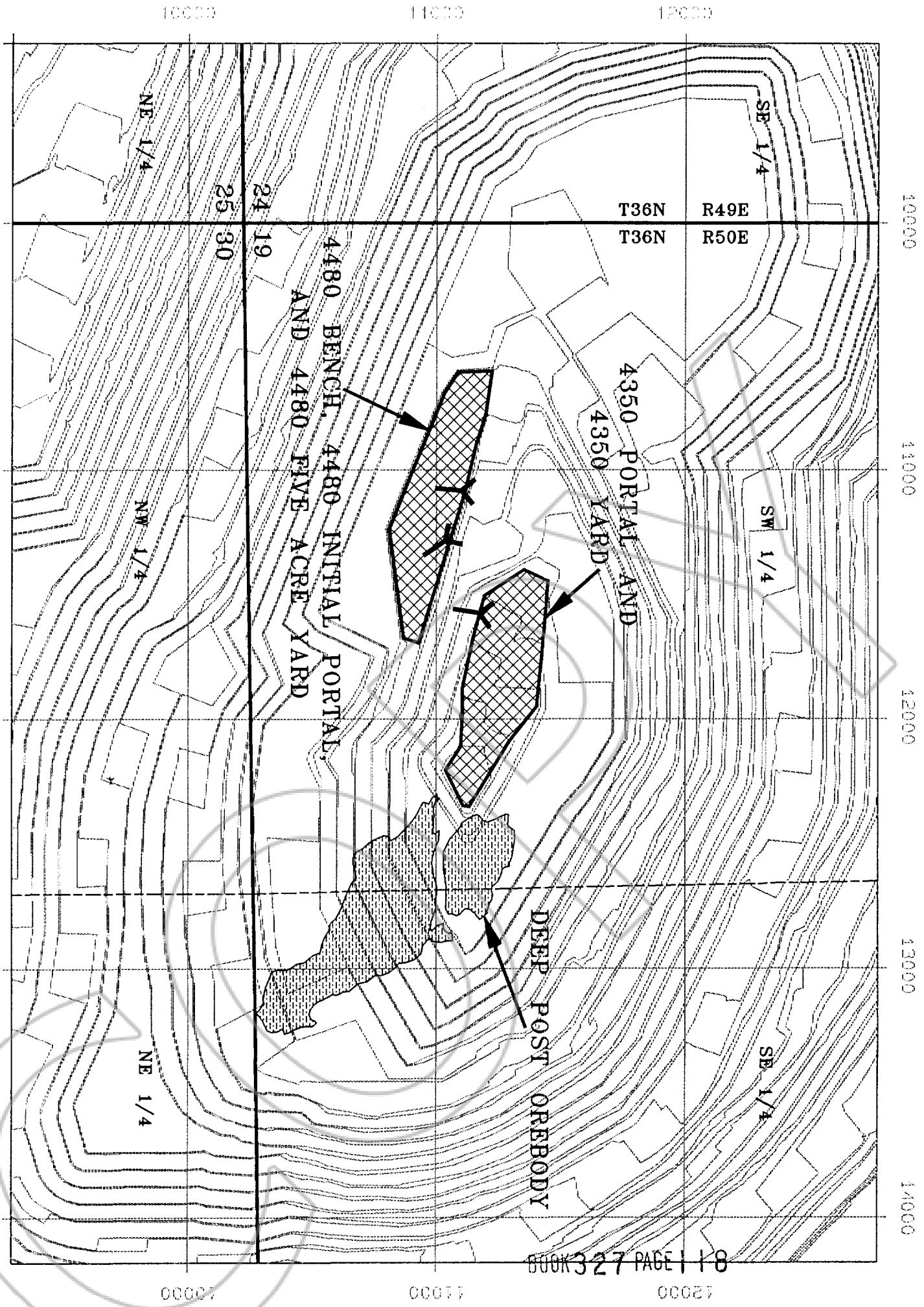
4350 Yard, 4480 Five Acre Yard, 4480 Bench, 4350 Portal, 4480 Portal Initial Portal

Attached

COPY

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BOOK 327 PAGE 117



BOOK 327 PAGE 118

Newmont
Gold
Company

Project: DEEP POST UC
Date: 15-Apr-99
Scale: 500.00

Title: DEEP POST UNDERGROUND MINE
EXHIBIT B-1 BASE TOPO B14H9912-E0Y 1999

Exhibit B-2

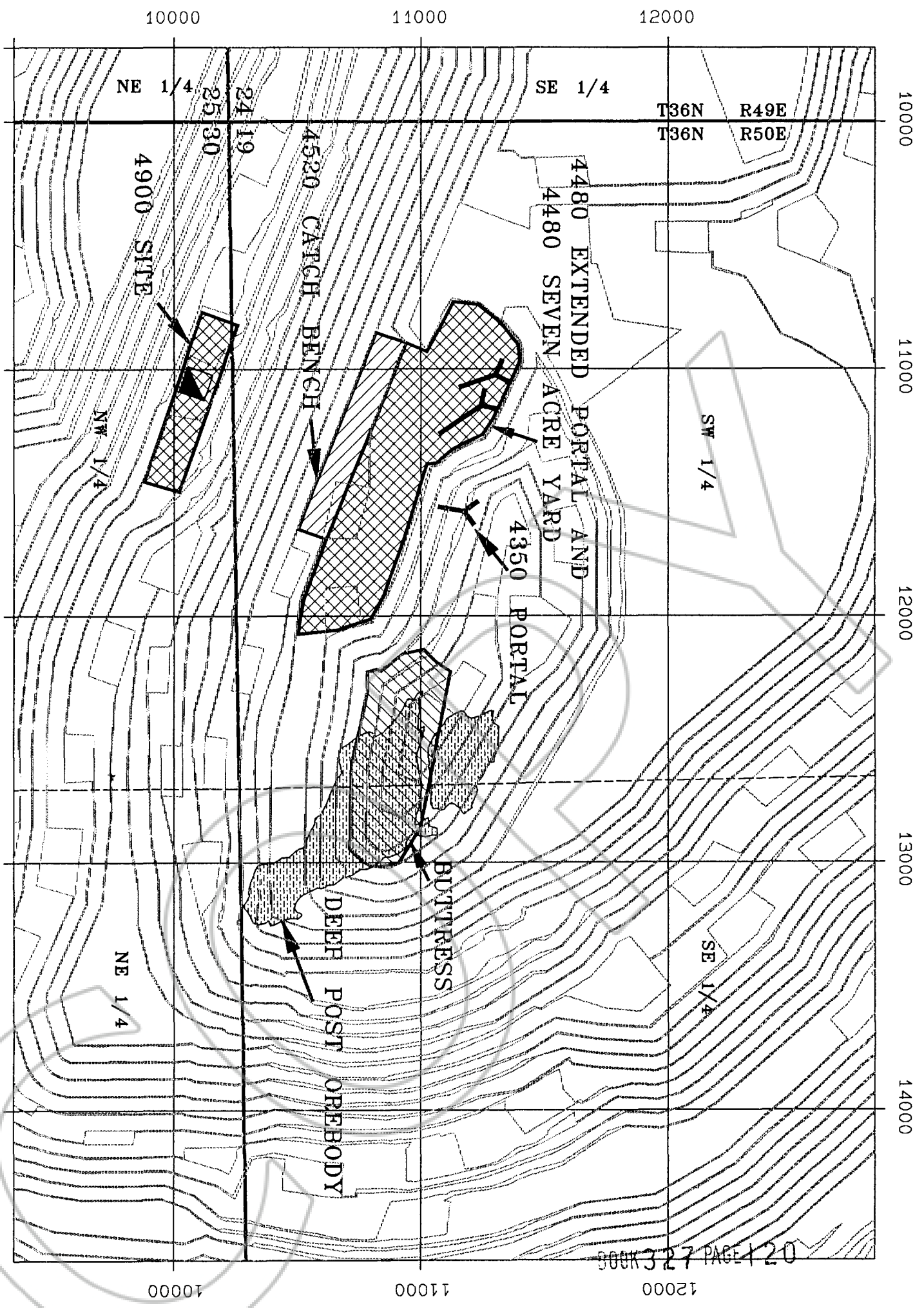
4480 Seven Acre Yard, 4480 Extended Portal, 4900 Site

Attached

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BOOK 327 PAGE 119



0213041723 K000

Newmont
Gold
Company
Project: DEEP POST UG
Title: DEEP POST UNDERGROUND MINE
Date: 28-Apr-99
Scale: 500.00
EXHIBIT B-2 BASE TOPO B14H0112-EOY 2001

Exhibit B-3

4480 Intended Final Yard

Attached

COPY

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BOOK 327 PAGE 121

10000

11000

12000

10000

11000

12000

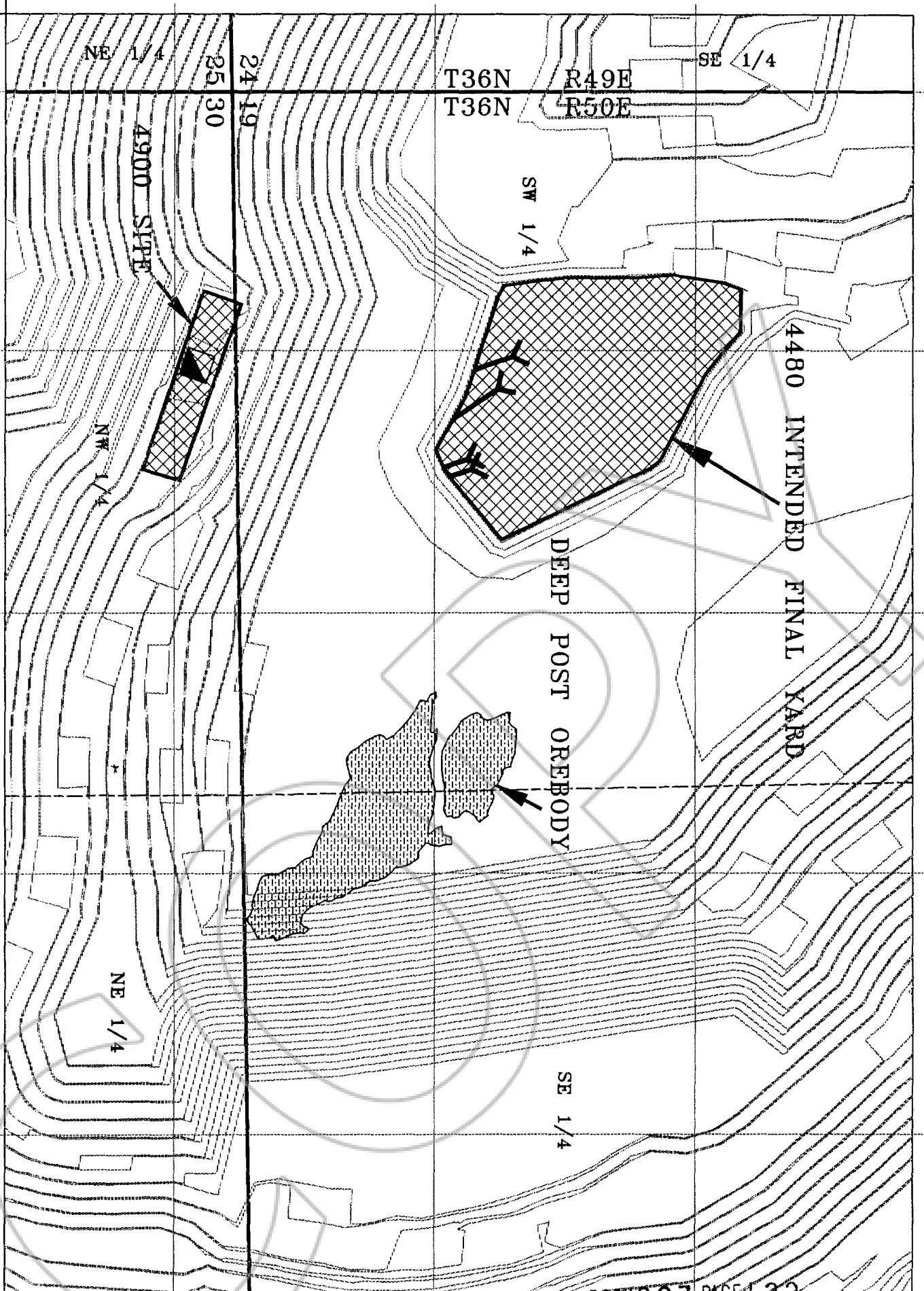
13000

14000

00000

00075

00025



BOOK 327 PAGE 122

Newmont
Gold
Company

Project: DEEP POST UC
Date: 7-Apr-99
Scale: 500' = 1" = 1000'
Title: DEEP POST UNDERGROUND MINE
EXHIBIT B-3 BASE TOPO BFJ0312-EOY 2003
DEC. 2003

Exhibit B-4

4480 Alternate Final Yard, 4480 Panhandle

Attached

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BOOK 327 PAGE 123

11000 11500 12000 12500

ACCESS ROAD TO LOWER LAYDOWN

4480 ALTERNATE FINAL YARD

4480 PANHANDLE

SW 1/4
SEC. 30
T36N R50E

Newmoh
Gold
Company

Project: DEEP POST UG
Date: 7-Apr-99
Scale: 200.00

Title: 4480 ALTERNATE YARD - NO FIRST NORTH
EXHIBIT B-4 BASE TOPO B14H0112-APR 2001

Exhibit B-5

General Underground Development

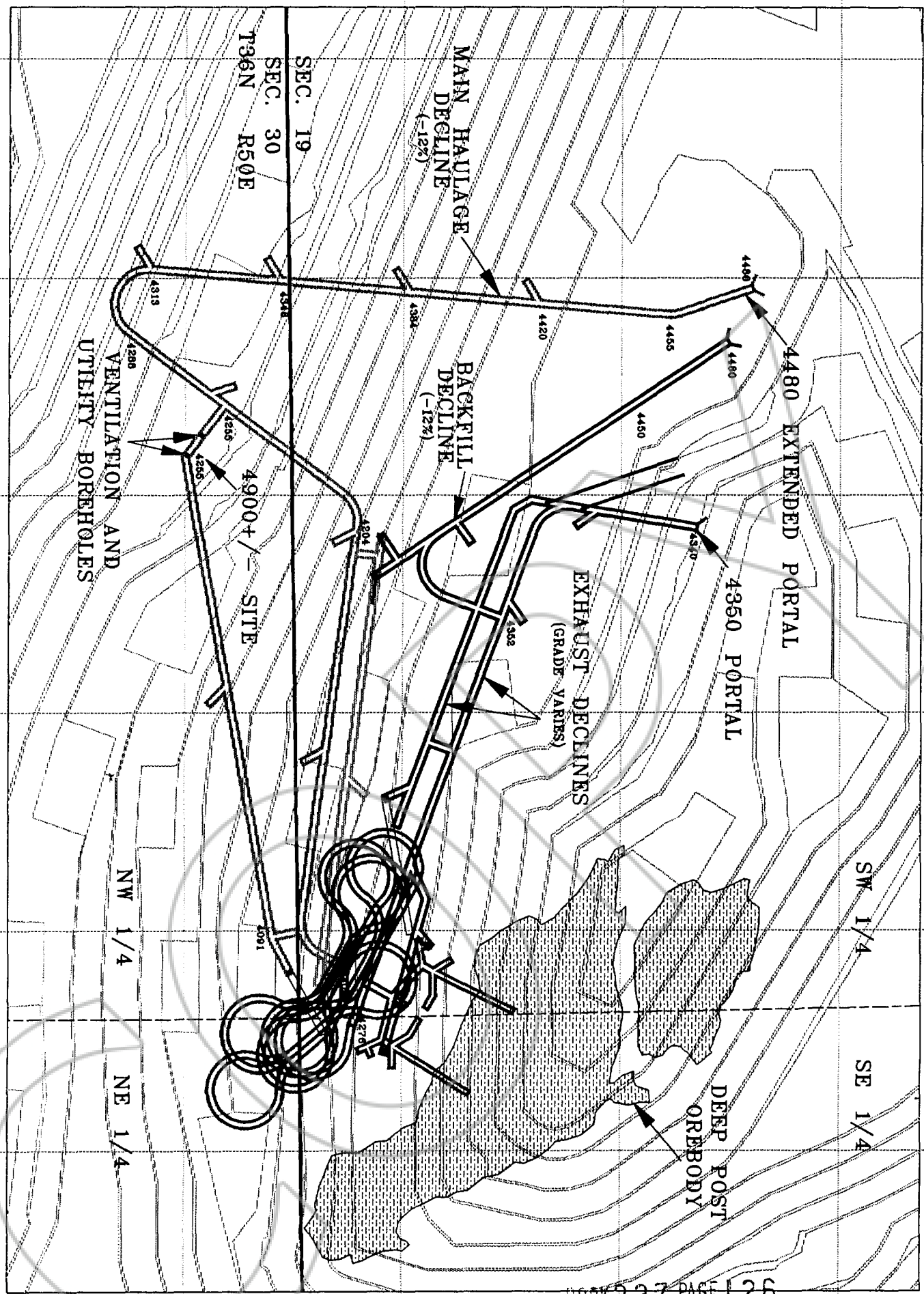
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BOOK 327 PAGE 125

10500 11000 11500 12000 12500 13000



BOOK 327 PAGE 126

Newmont
Gold
Company
Project: DEEP POST UG
Title: GENERAL UNDERGROUND DEVELOPMENT
Date: 15-APR-99
Scale: 300.00
EXHIBIT B-5
BASE TOPO B14H0112-EOY 2001

Exhibit B-6

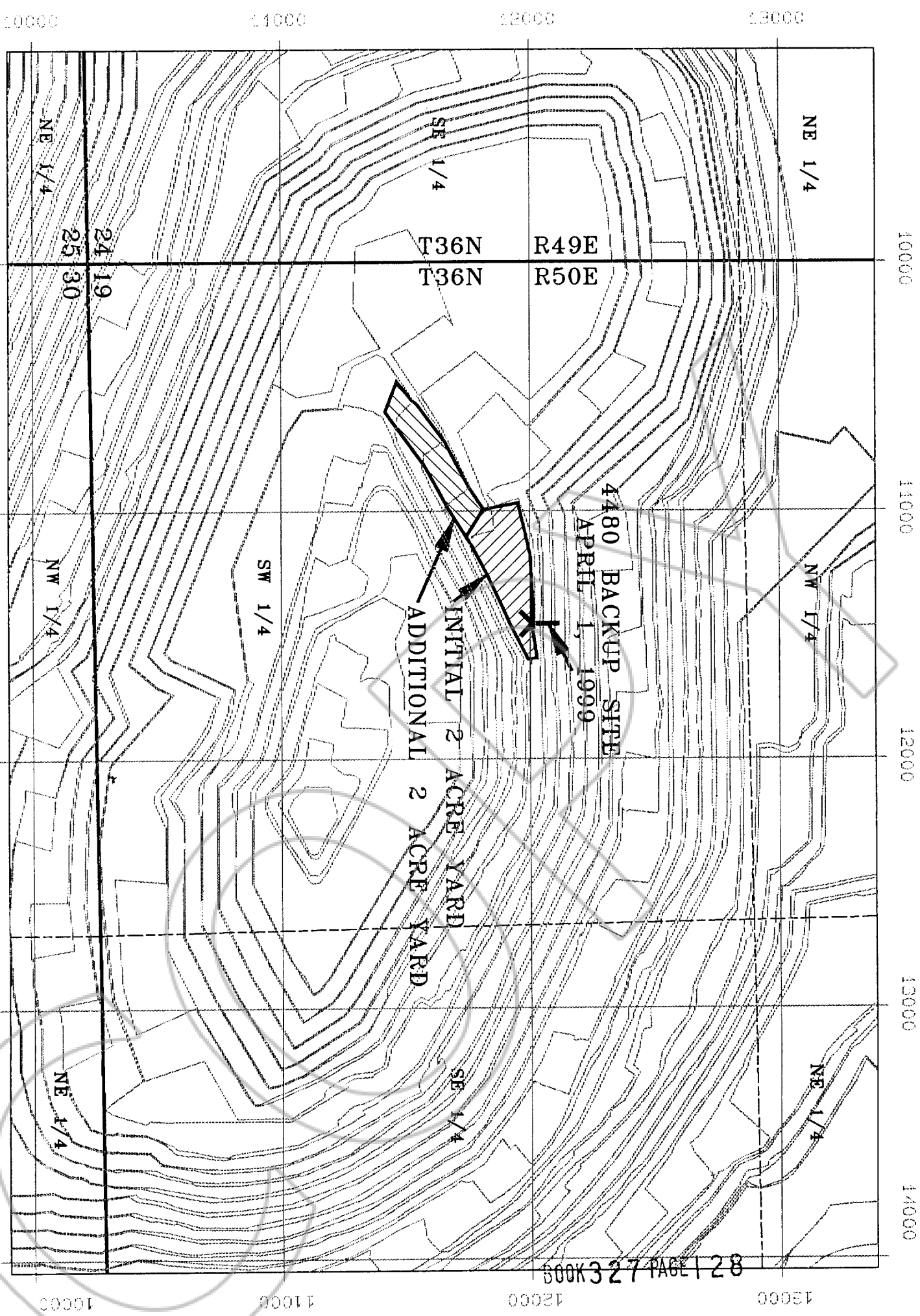
4480 Backup Site A

Attached

COPY

dn-44069 v5

BOOK 327 PAGE 127



Newmont Gold Company
Project: DEEP POST UG
Title: 4480 BACKUP SITE - APRIL 1, 1999
Date: 15-Apr-99
Scale: 500.00
EXHIBIT B-6 BASE TOPO B14H9912-EOY 1999

Exhibit B-7

4480 Backup Site B

Attached

COPY

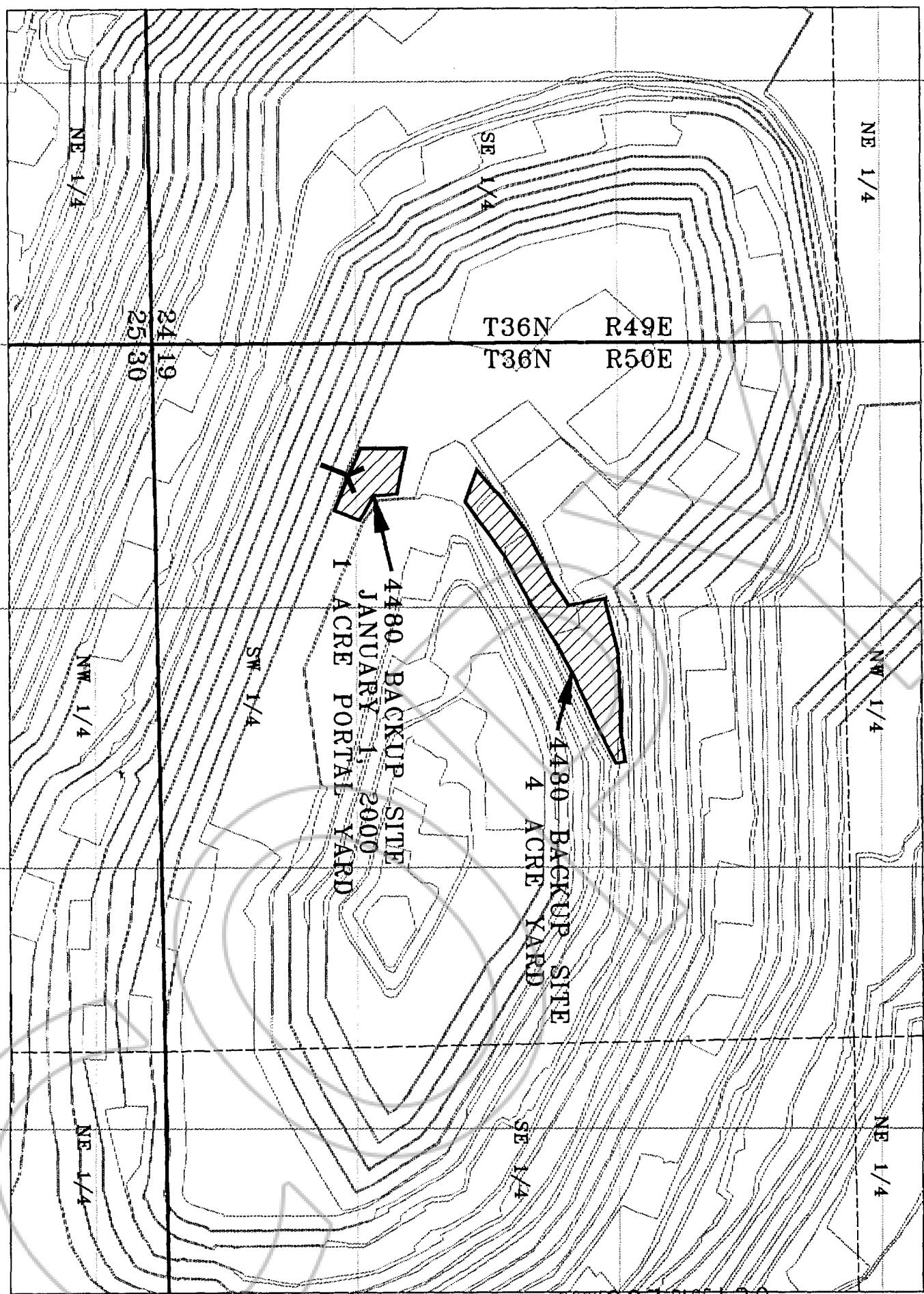
dn-44069 v5

BOOK 327 PAGE 129

Newmont
Gold
Copper

Project: DEEP POST UG
Date: 15-Apr-99
Scale: 500' = 1"

Title: 4480 BACKUP SITE - JANUARY 1, 2000
EXHIBIT B-7 BASE TOPO B14H0003-MAR. 2000



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Exhibit B-8

5560 Site

Attached

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BOOK 327 PAGE | 3 |

Exhibit H

Electrical Utility Corridors

Attached

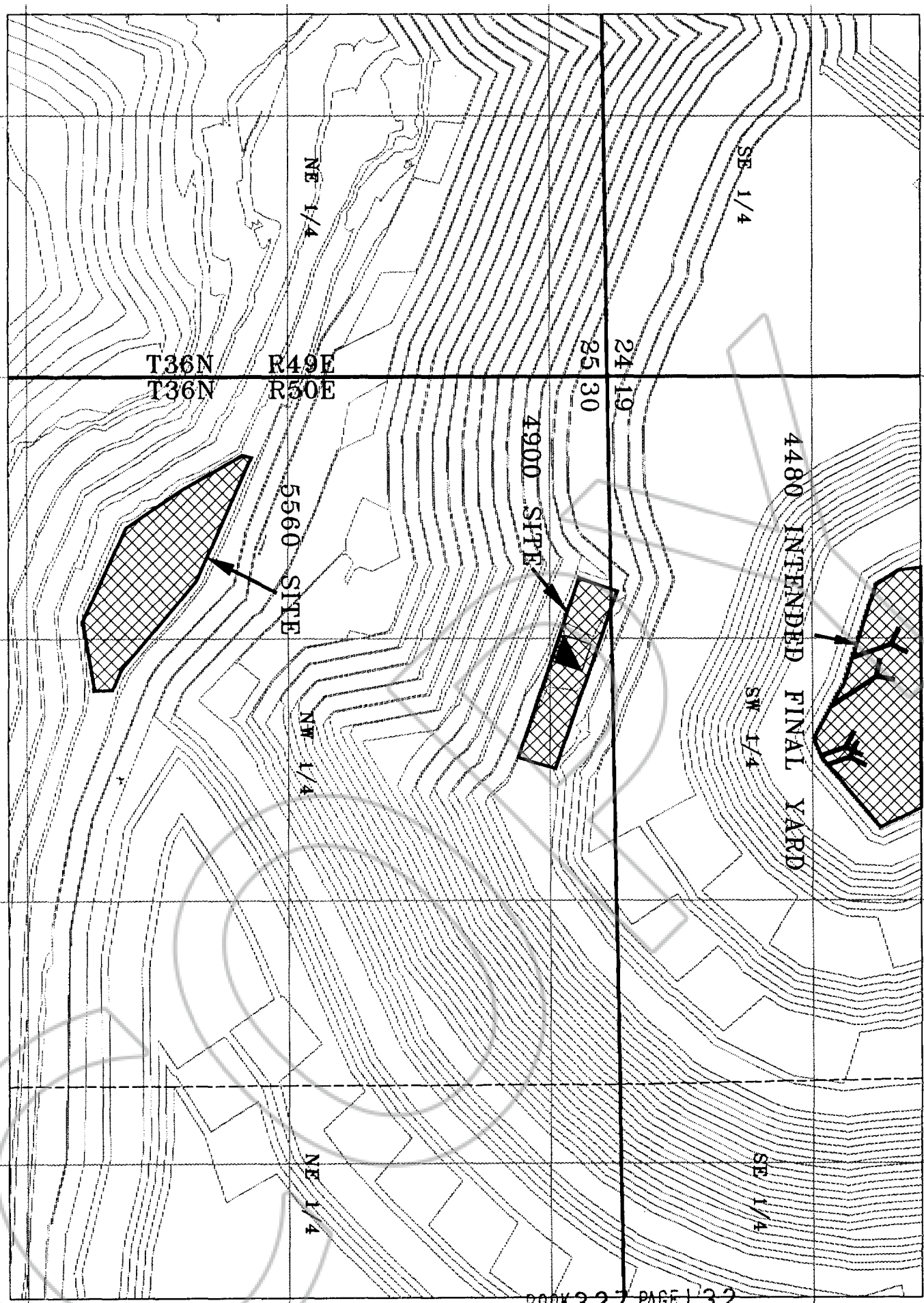
COPY

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BOOK 327 PAGE 133

5000 10000 11000 12000 13000

9000 8000 7000 6000



BOOK 327 PAGE 132

9000 8000 7000 6000

Newmont Gold Corporation
Project: DEEP POSTUG
Date: 15-Apr-99
Title: 5560 SITE EL. 5560
EXHIBIT B-8 BASE TOPO BFJ1012-EOY 2010

Exhibit H - Newmont Electrical Utility Corridors

Topography from Barrick Flight October 7, 1998; B14H0006 Pit Shell from B14H0006.dxf

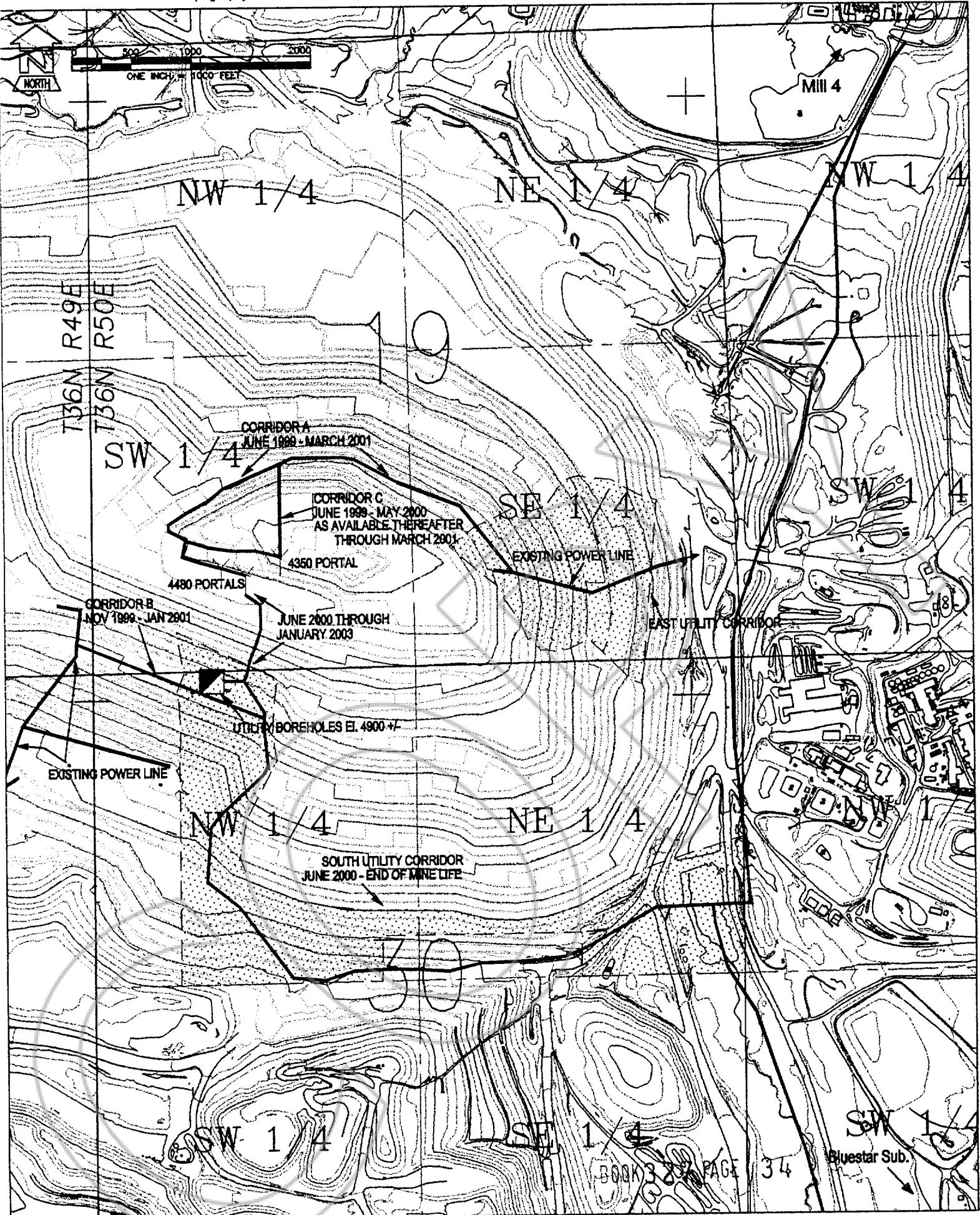


Exhibit N-1

Pipeline Corridor

Attached

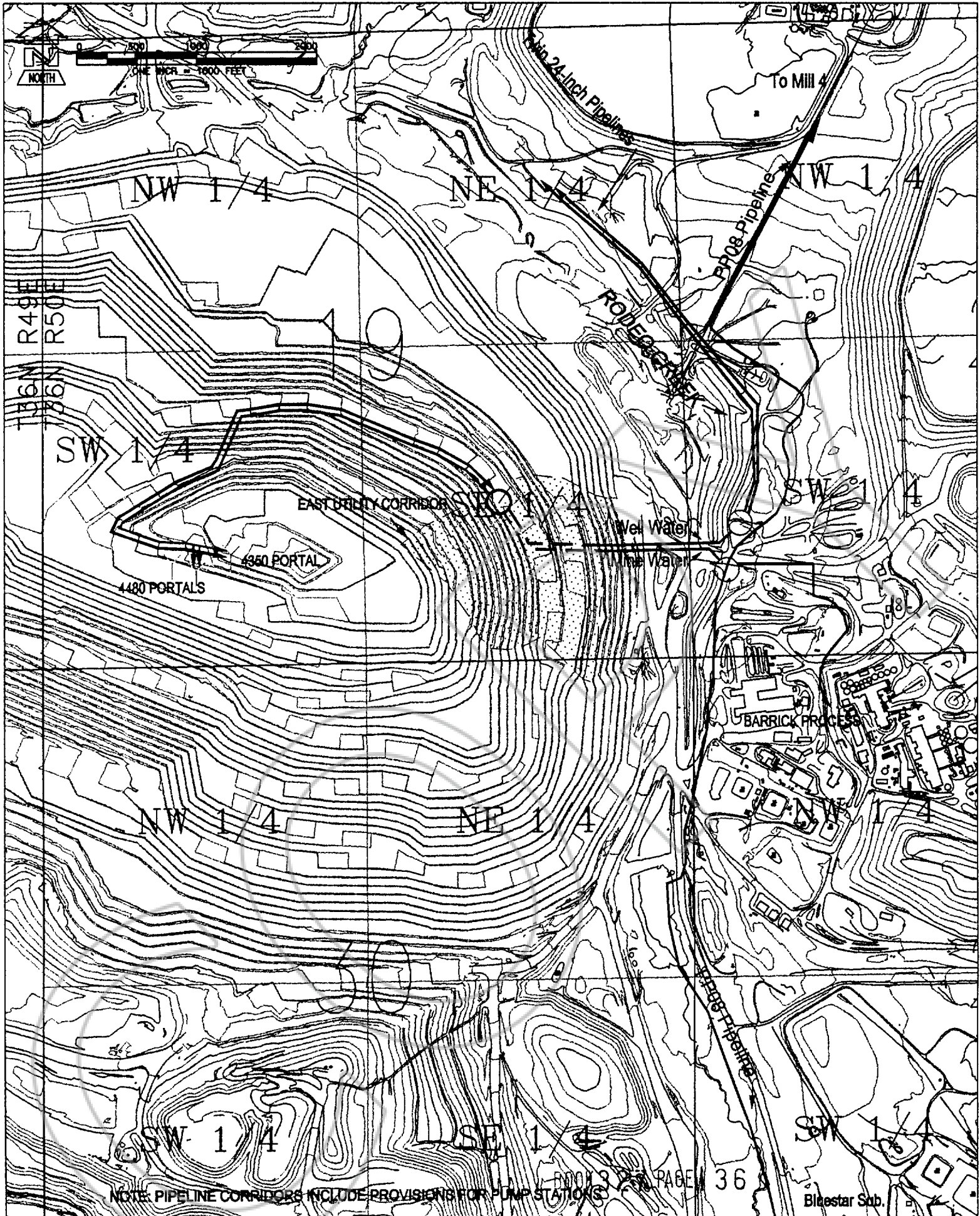
COPY

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Exhibit N1. Pipeline Corridors April 1999 to December 2000

Topography from Barrick Flight October 7, 1998; Pit Design from B14H0006.dxf



NOTE: PIPELINE CORRIDORS INCLUDE PROVISIONS FOR PUMP STATIONS

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Exhibit N-2

Pipeline Corridor 2

Attached

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BOOK 327 PAGE 137

Exhibit N2. Pipeline Corridors December 2000 to December 2002

Topography from Barrick Flight October 7, 1998; Pit Design from B14H0212.dxf

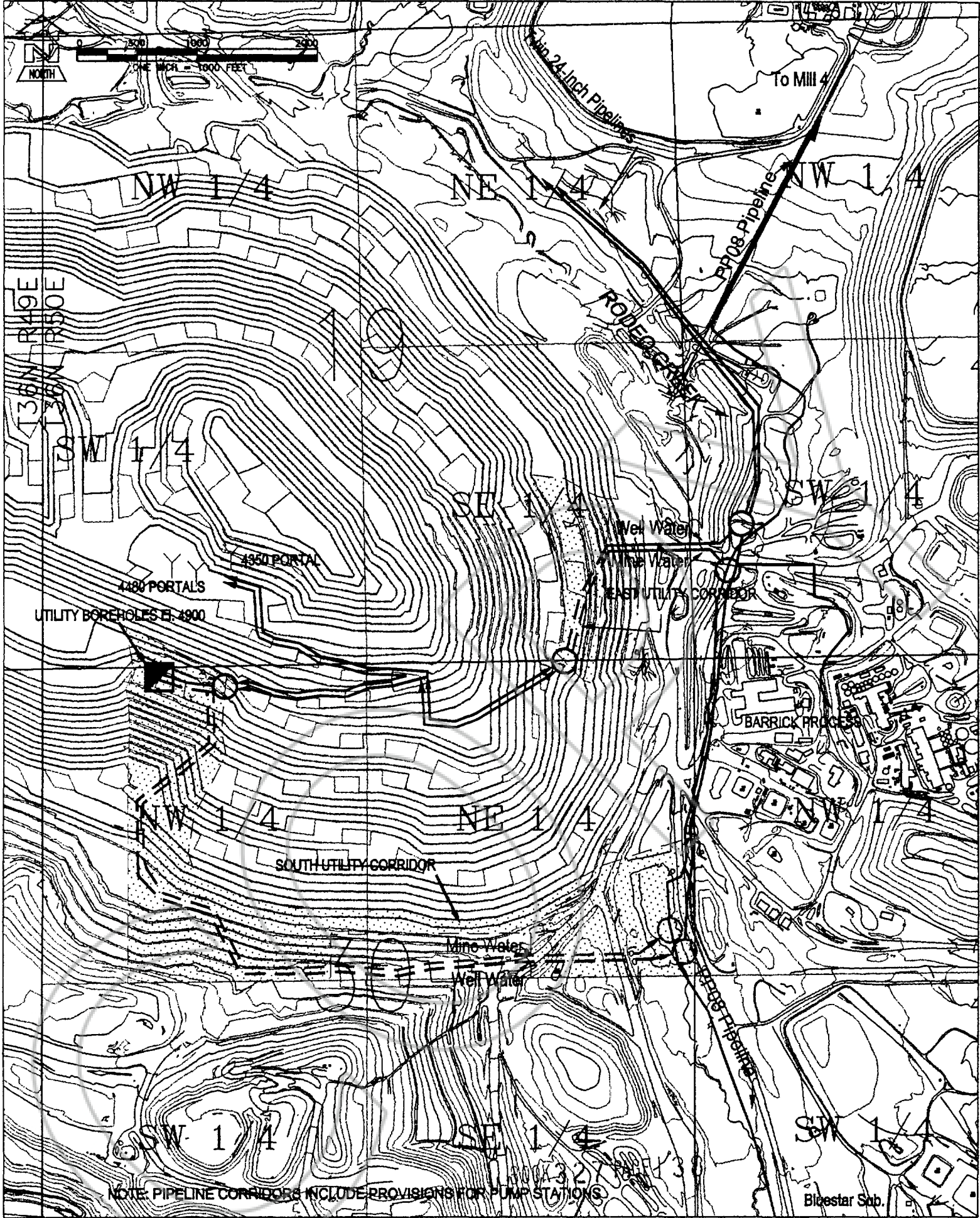


Exhibit N-3

Pipeline Corridor 3

Attached

COPY

BOOK 327 PAGE 112
OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Newmont Gold Co.
99 MAY -6 PM 1:54

EUREKA COUNTY NEVADA
M.N. REBALEATI, RECORDER
FILE NO. FEES 36.00

172210

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BOOK 327 PAGE 141