

175297

FIRST AMENDMENT**TO****AMENDED AND RESTATED MINING VENTURE AGREEMENT**

This First Amendment to Amended and Restated Mining Venture Agreement ("First Amendment") is made and effective as of the 13 day of April, 2000, among Placer Cortez, Inc., a Delaware corporation ("PCI") and Kennecott Explorations (Australia) Ltd., a Delaware corporation ("KEA") as the Participants in the Cortez Joint Venture and Placer Dome U.S. Inc., a California corporation, ("PDUS") as Manager of the Cortez Joint Venture.

Recitals

PCI, PDUS and KEA are parties to that certain Amended and Restated Mining Venture Agreement (the "Joint Venture Agreement"), executed as of the 29th day of October, 1999, but made effective as of January 1, 1998.

Section 3.2 of the Joint Venture Agreement provides that the name of the Venture shall be the Cortez Joint Venture.

Pursuant to Section 2.3 of the Joint Venture Agreement, title to the Assets shall be held in the name of the Cortez Joint Venture.

The Cortez Joint Venture has in the past conducted, and is currently conducting, its operations, in part, under the fictitious name of Cortez Gold Mines.

A fictitious name certificate has been recorded in Eureka and Lander Counties, Nevada, specifying that the Cortez Joint Venture is doing business as Cortez Gold Mines.

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, PCI, PDUS and KEA agree to amend the Joint Venture Agreement as follows:

Agreement

1. Amendment of Agreement. The first sentence of Section 2.3 of the Joint Venture Agreement shall be deleted in its entirety and replaced with the following:

2.3 Revised Title. Title to the Assets shall be held in the name of the Cortez Joint Venture or Cortez Gold Mines.

2. Ratification of Amended Agreement. PCI, PDUS and KEA hereby ratify and confirm the Joint Venture Agreement, as amended hereby and confirm that all of the other terms and conditions of the Joint Venture Agreement not specifically modified by this First Amendment shall remain in full force and effect.

3. Certain Definitions. Terms not otherwise defined herein shall have the meaning set forth in the Joint Venture Agreement.

In witness where the parties have executed this First Amendment as of the date first above written.

PLACER CORP. INC.

By: [Signature]
Title _____

KENNECOTT EXPLORATIONS (AUSTRALIA) LTD.

By: [Signature]
Title: MANAGING DIRECTOR

PLACER DOMESTIC INC.

By: [Signature]
Title: _____

STATE OF Nevada)
)
COUNTY OF Ely)

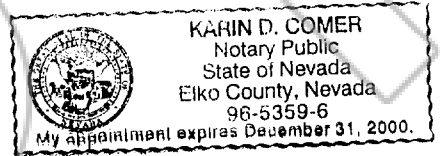
ss.

This First Amendment was acknowledged before me, a notary public, on this 13th day of April, 2000 by William Dechow as President of CO and _____ as _____ of Kennecott Explorations (Australia) Ltd., who are personally known or have been identified to me to be the persons whose names are subscribed to the abovestument.

Witness my hand and official seal.

Karin Blomer
Notary Public

My commission expires: 12/31/2000



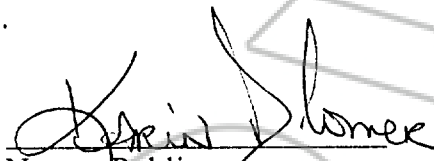
COOPER

STATE OF Nevada)
)
COUNTY OF Elko)

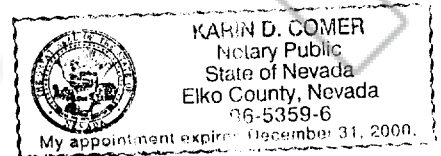
ss.

This First Ament was acknowledged before me, a notary public, on this 13th day of April 2000, by William Hugel as President + CO and _____ as _____ of Placer Dome U.S. Inc., who are personally known or have been identified to me to be the persons whose names are subscribed to the above instrument.

Witness my hand and official seal.


Notary Public

My commission expires: 12/31/2000



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BOOK 338 PAGE 140
OFFICIAL RECORD
RECORDED AT THE OFFICE OF
Placer Dome
00 OCT 24 AM 11:00

EUREKA COUNTY NEVA
M.M. REBALEATI, RECORDER
FILE NO. FE 11 00

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BOOK 338 PAGE 144

OFFICIAL RECORDS
LANDER CO. NEV
RECORD REQUESTED BY
Placer Dome us Inc
00 OCT 16 PM 2:57

IDONNA M. TREVINO
RECORDER

FEE 11.00 DEP [Signature]