

BOOK *425* PAGE *16-25*
OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Cortez Gold Mines
2005 OCT 20 PM 1:10
EUREKA COUNTY, NEVADA
M.N. REBALEATI, RECORDER
FILE NO. FEES *23.00*

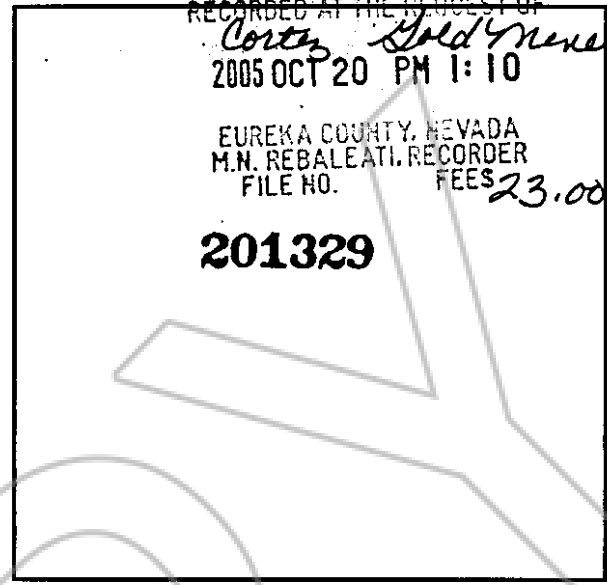


Exhibit E

SHORT FORM OF EXPLORATION AND DEVELOPMENT AGREEMENT

THIS SHORT FORM OF EXPLORATION AND DEVELOPMENT AGREEMENT (the "Short Form") is made and entered into effective as of September 22, 2005 by and among MIRANDA GOLD CORP., a British Columbia corporation, whose address is Suite 1410 West Pender Street, Vancouver, British Columbia, Canada V6C 2V6, ("Miranda"), MIRANDA U.S.A., INC., a Nevada corporation, whose address is 5900 Philoree Lane, Reno, Nevada 89511 ("MUI"), and Placer Dome U.S. Inc., a California corporation, whose address for purposes hereof is 1125 17th Street, Suite 2310, Denver, Colorado U.S.A. 80202 ("PDUS").

RECITALS

A. MUI is the owner of certain unpatented mining claims in Eureka County, Nevada, as more particularly described in Exhibit A attached hereto and incorporated by reference (the "Claims"). The Claims, together with all water and water rights, easements and rights-of-way, and other appurtenances attached thereto or associated therewith, are collectively referred to hereinafter as the "Property."

B. Miranda, MUI and PDUS entered into a letter agreement dated effective September 22, 2005 (the "Agreement"), wherein MUI granted to PDUS the right to explore and develop the Property and, if PDUS so desires, the right for PDUS to acquire an undivided 60% interest in the Property and to enter into a joint venture agreement covering the Property.

C. Miranda, MUI and PDUS desire to enter into this Short Form of Agreement for purposes of placing of record a notice of the Agreement.

AGREEMENT

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Grant of Exploration, Development and Related Rights. MUI has granted and hereby grants to PDUS, for the term of the Agreement, exclusive possession of the Property and the exclusive right to enter upon and use all or any part of the Property during the Earn-In Period (as defined in the Agreement) for the purposes of determining ore reserves and mineralization, and for purposes of development of valuable minerals from the Property, including the right to enter upon the Property for purposes of surveying, exploring, testing, sampling, trenching, bulk sampling, prospecting and drilling for valuable minerals, and to use and construct buildings, roads, power and communication lines, and to use so much of the surface of the Property in such manner as is necessary to the enjoyment of any of the rights or privileges of PDUS hereunder or otherwise reasonably necessary to effect the purposes of the Agreement.

2. Grant of Right to Acquire an Interest in the Property. MUI has granted and hereby grants to PDUS, during the Earn-In Period, the exclusive right to acquire an undivided 60% interest in the Property upon the completion of certain obligations set forth in the Agreement.

3. Grant of Right to Enter into Joint Venture Agreement. In addition to the rights granted in the Agreement as described in paragraph 2 above, MUI and PDUS have agreed and do hereby agree that, subject to the terms and conditions set forth in the Agreement, upon PDUS's acquisition of an undivided 60% interest in the Property they will enter into a Joint Venture Agreement (as described in the Agreement) governing operations at the Property.

4. Term. Unless sooner terminated as provided in the Agreement, the term of the Agreement (the "Earn-In Period") shall run until such time as PDUS timely incurs required minimum amounts of Work Expenditures (as defined in the Agreement) and the parties execute the Joint Venture Agreement, or until sooner terminated as set forth in the Agreement, but in any event not later than September 22, 2016.

5. Title to After-Acquired and Additional Interests. The Agreement applies and extends to any further or additional right, title, interest or estate heretofore or hereafter acquired by MUI or PDUS during the Earn-In Period in or to (i) the Property or any part thereof, or (ii) any lands or mineral interests (other than royalty interests) wholly or partially within the exterior boundaries of the Claims.

6. Successors and Assigns. Subject to the provisions of paragraph 7 below, all of the terms, provisions and conditions of the Agreement and this Short Form are, and

shall be, binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

7. Assignability. None of the parties shall have the right to assign its interest in the Agreement, other than (i) to an affiliate or a subsidiary, (ii) in connection with a pledge of assets for financing purposes, (iii) in connection with a corporate merger or reorganization or a sale of all or substantially all of either party's assets, or (iv) as otherwise allowed under the Agreement, without the prior written consent of the non-assigning parties, which consent shall not be unreasonably withheld. Any third party to whom any interest in the Agreement or the Property is assigned or conveyed shall agree in writing to be bound by all of the terms and conditions contained in the Agreement, including without limitation the tax partnership applicable thereto.

8. Additional Terms. The Agreement contains additional clauses and various other provisions, and reference is made to the Agreement for such other terms and conditions as govern the Agreement, which terms and conditions are by reference made a part hereof. Nothing in this Short Form shall limit or affect the rights and duties of the parties under the Agreement. Requests for information regarding the Agreement should be made to the parties at the addresses set forth above.

9. Counterparts. This Short Form may be extended in multiple counterparts, and all such counterparts taken together shall be deemed to constitute a single document.

IN WITNESS WHEREOF, the parties have executed this Short Form of Agreement effective as of September 22, 2005.

MIRANDA GOLD CORP.,
a British Columbia corporation

By: _____

Name: Kenneth D Cunningham

Its: President & CEO

MIRANDA U.S.A., INC.,
a Nevada corporation

By: [Signature]

Name: Kenneth D. Cunningham

Its: President

PLACER DOME U.S. INC.,
a California corporation

By: [Signature]

Name: Gary Halverson

Its: Mine General Manager
02/5/05

STATE OF NEVADA)
) ss.
COUNTY OF WASHOE)

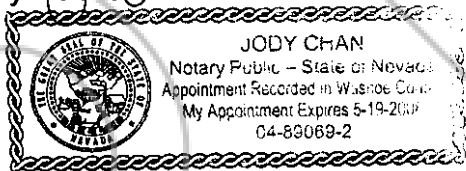


X The foregoing instrument was acknowledged before me this 22nd day of September, 2005, by KENNETH D. CUNNINGHAM, as PRESIDENT + CEO of Miranda Gold Corp., a British Columbia corporation.

Witness my hand and official seal.

My commission expires: 05-19-2008

Jody Chan
Notary Public



STATE OF NEVADA)
) ss.
COUNTY OF WASHOE)

X The foregoing instrument was acknowledged before me this 22nd day of September, 2005, by KENNETH D. CUNNINGHAM, as PRESIDENT of Miranda U.S.A., Inc., a Nevada corporation.

Witness my hand and official seal.

My commission expires: 05-19-2008

Jody Chan
Notary Public

STATE OF Nevada)
) ss.
COUNTY OF Lander)

~~September~~ ^{October} The foregoing instrument was acknowledged before me this 6th day of ~~September~~ ^{October}, 2005, by Gary Halverson, as Mine General Manager of Placer Dome U.S. Inc., a California corporation.

Witness my hand and official seal.

My commission expires: 2.25.09

Tasha Liebsack
Notary Public



Exhibit A

The Fuse East Project

The following unpatented mining claims located in Sections 1, 2, 3, 4, 9, 10, 11, 12, 15, 16, and 17 Township 26 North, Range 50 East, and Sections 26, 27, 33, 34, 35, and 36, Township 27 North, Range 50 East, and Sections 23, 24, 25, 26, 35 and 36, Township 27 North, Range 51 East, Eureka County, Nevada:

<u>Claim Name</u>	<u>Recording Information</u>	<u>BLM Serial Number</u>
Fuse 1	Book 403 Page 303	NMC 889518
Fuse 2	Book 403 Page 304	NMC 889519
Fuse 3	Book 403 Page 305	NMC 889520
Fuse 4	Book 403 Page 306	NMC 889521
Fuse 5	Book 403 Page 307	NMC 889522
Fuse 6	Book 403 Page 308	NMC 889523
Fuse 7	Book 403 Page 309	NMC 889524
Fuse 8	Book 403 Page 310	NMC 889525
Fuse 9	Book 403 Page 311	NMC 889526
Fuse 10	Book 403 Page 312	NMC 889527
Fuse 11	Book 403 Page 313	NMC 889528
Fuse 12	Book 403 Page 314	NMC 889529
Fuse 13	Book 403 Page 315	NMC 889530
Fuse 14	Book 403 Page 316	NMC 889531
Fuse 15	Book 403 Page 317	NMC 889532
Fuse 16	Book 403 Page 318	NMC 889533
Fuse 17	Book 403 Page 319	NMC 889534
Fuse 18	Book 403 Page 320	NMC 889535
Fuse 19	Book 403 Page 321	NMC 889536
Fuse 20	Book 403 Page 322	NMC 889537
Fuse 21	Book 403 Page 323	NMC 889538
Fuse 22	Book 403 Page 324	NMC 889539
Fuse 23	Book 403 Page 325	NMC 889540
Fuse 24	Book 403 Page 326	NMC 889541
Fuse 25	Book 403 Page 327	NMC 889542
Fuse 26	Book 403 Page 328	NMC 889543
Fuse 27	Book 403 Page 329	NMC 889544
Fuse 28	Book 403 Page 330	NMC 889545
Fuse 29	Book 403 Page 331	NMC 889546
Fuse 30	Book 403 Page 332	NMC 889547

Claim Name**Recording Information****BLM Serial Number**

Fuse 31	Book 403 Page 333	NMC 889548
Fuse 32	Book 403 Page 334	NMC 889549
Fuse 33	Book 403 Page 335	NMC 889550
Fuse 34	Book 403 Page 336	NMC 889551
Fuse 35	Book 403 Page 337	NMC 889552
Fuse 36	Book 403 Page 338	NMC 889553
Fuse 37	Book 403 Page 339	NMC 889554
Fuse 38	Book 403 Page 340	NMC 889555
Fuse 39	Book 403 Page 341	NMC 889556
Fuse 40	Book 403 Page 342	NMC 889557
Fuse 41	Book 403 Page 343	NMC 889558
Fuse 42	Book 403 Page 344	NMC 889559
Fuse 43	Book 403 Page 345	NMC 889560
Fuse 44	Book 403 Page 346	NMC 889561
Fuse 45	Book 403 Page 347	NMC 889562
Fuse 46	Book 403 Page 348	NMC 889563
Fuse 47	Book 403 Page 349	NMC 889564
Fuse 48	Book 403 Page 350	NMC 889565
Fuse 49	Book 403 Page 351	NMC 889566
Fuse 50	Book 403 Page 352	NMC 889567
Fuse 51	Book 403 Page 353	NMC 889568
Fuse 52	Book 403 Page 354	NMC 889569
Fuse 53	Book 403 Page 355	NMC 889570
Fuse 54	Book 403 Page 356	NMC 889571
Fuse 55	Book 403 Page 357	NMC 889572
Fuse 56	Book 403 Page 358	NMC 889573
Fuse 57	Book 403 Page 359	NMC 889574
Fuse 66	Book 403 Page 368	NMC 889583
Fuse 68	Book 403 Page 370	NMC 889585
Fuse 70	Book 403 Page 372	NMC 889587
Fuse 71	Book 403 Page 373	NMC 889588
Fuse 72	Book 403 Page 374	NMC 889589
Fuse 73	Book 403 Page 375	NMC 889590
Fuse 83	Book 403 Page 385	NMC 889600
Fuse 84	Book 403 Page 386	NMC 889601
Fuse 85	Book 403 Page 387	NMC 889602
Fuse 86	Book 403 Page 388	NMC 889603
Fuse 87	Book 403 Page 389	NMC 889604

Claim Name**Recording Information****BLM Serial Number**

Fuse 88	Book 403 Page 390	NMC 889605
Fuse 89	Book 403 Page 391	NMC 889606
Fuse 90	Book 403 Page 392	NMC 889607
Fuse 91	Book 403 Page 393	NMC 889608
Fuse 92	Book 403 Page 394	NMC 889609
Fuse 93	Book 403 Page 395	NMC 889610
Fuse 94	Book 403 Page 396	NMC 889611
Fuse 95	Book 403 Page 397	NMC 889612
Fuse 96	Book 403 Page 398	NMC 889613
Fuse 97	Book 403 Page 399	NMC 889614
Fuse 98	Book 403 Page 400	NMC 889615
Fuse 99	Book 404 Page 1	NMC 889616
Fuse 100	Book 404 Page 2	NMC 889617
Fuse 101	Book 404 Page 3	NMC 889618
Fuse 102	Book 404 Page 4	NMC 889619
Fuse 103	Book 404 Page 5	NMC 889620
Fuse 104	Book 404 Page 6	NMC 889621
Fuse 105	Book 404 Page 7	NMC 889622
Fuse 106	Book 404 Page 8	NMC 889623
Fuse 107	Book 404 Page 9	NMC 889624
Fuse 108	Book 404 Page 10	NMC 889625
Fuse 109	Book 404 Page 11	NMC 889626
Fuse 110	Book 404 Page 12	NMC 889627
Fuse 111	Book 404 Page 13	NMC 889628
Fuse 112	Book 404 Page 14	NMC 889629
Fuse 113	Book 404 Page 15	NMC 889630
Fuse 114	Book 404 Page 16	NMC 889631
Fuse 115	Book 404 Page 17	NMC 889632
Fuse 116	Book 404 Page 18	NMC 889633
Fuse 117	Book 404 Page 19	NMC 889634
Fuse 118	Book 404 Page 20	NMC 889635
Fuse 119	Book 404 Page 21	NMC 889636
Fuse 120	Book 404 Page 22	NMC 889637
Fuse 121	Book 404 Page 23	NMC 889638
Fuse 122	Book 404 Page 24	NMC 889639
Fuse 123	Book 404 Page 25	NMC 889640
Fuse 124	Book 404 Page 26	NMC 889641
Fuse 125	Book 404 Page 27	NMC 889642

Claim Name**Recording Information****BLM Serial Number**

Fuse 126	Book 404 Page 28	NMC 889643
Fuse 127	Book 404 Page 29	NMC 889644
Fuse 128	Book 404 Page 30	NMC 889645
Fuse 129	Book 404 Page 31	NMC 889646
Fuse 130	Book 404 Page 32	NMC 889647
Fuse 131	Book 404 Page 33	NMC 889648
Fuse 132	Book 404 Page 34	NMC 889649
Fuse 133	Book 404 Page 35	NMC 889650
Fuse 134	Book 404 Page 36	NMC 889651
Fuse 135	Book 404 Page 37	NMC 889652
Fuse 136	Book 404 Page 38	NMC 889653
Fuse 137	Book 404 Page 39	NMC 889654
Fuse 138	Book 404 Page 40	NMC 889655
Fuse 139	Book 404 Page 41	NMC 889656
Fuse 140	Book 404 Page 42	NMC 889657
Fuse 141	Book 404 Page 43	NMC 889658
Fuse 142	Book 404 Page 44	NMC 889659
Fuse 143	Book 404 Page 45	NMC 889660
Fuse 144	Book 404 Page 46	NMC 889661
Fuse 145	Book 404 Page 47	NMC 889662
Fuse 146	Book 404 Page 48	NMC 889663
Fuse 147	Book 404 Page 49	NMC 889664
Fuse 148	Book 404 Page 50	NMC 889665
Fuse 149	Book 404 Page 51	NMC 889666
Fuse 150	Book 404 Page 52	NMC 889667
Fuse 151	Book 404 Page 53	NMC 889668
Fuse 152	Book 404 Page 54	NMC 889669
Fuse 153	Book 404 Page 55	NMC 889670
Fuse 154	Book 404 Page 56	NMC 889671
Fuse 155	Book 404 Page 57	NMC 889672
Fuse 156	Book 404 Page 58	NMC 889673
Fuse 157	Book 404 Page 59	NMC 889674
Fuse 158	Book 404 Page 60	NMC 889675
Fuse 159	Book 404 Page 61	NMC 889676
Fuse 160	Book 404 Page 62	NMC 889677
Fuse 161	Book 404 Page 63	NMC 889678
Fuse 162	Book 404 Page 64	NMC 889679
Fuse 163	Book 404 Page 65	NMC 889680

Claim Name**Recording Information****BLM Serial Number**

Fuse 164	Book 404 Page 66	NMC 889681
Fuse 165	Book 404 Page 67	NMC 889682
Fuse 166	Book 404 Page 68	NMC 889683
Fuse 167	Book 404 Page 69	NMC 889684
Fuse 168	Book 404 Page 70	NMC 889685
Fuse 169	Book 404 Page 71	NMC 889686
Fuse 170	Book 404 Page 72	NMC 889687
Fuse 171	Book 404 Page 73	NMC 889688
Fuse 172	Book 404 Page 74	NMC 889689
Fuse 173	Book 404 Page 75	NMC 889690
Fuse 174	Book 404 Page 76	NMC 889691
Fuse 175	Book 404 Page 77	NMC 889692
Fuse 176	Book 404 Page 78	NMC 889693
Fuse 177	Book 404 Page 79	NMC 889694
Fuse 178	Book 404 Page 80	NMC 889695
Fuse 179	Book 404 Page 81	NMC 889696
Fuse 180	Book 404 Page 82	NMC 889697
Fuse 181	Book 404 Page 83	NMC 889698
Fuse 182	Book 404 Page 84	NMC 889699
Fuse 183	Book 404 Page 85	NMC 889700
Fuse 184	Book 404 Page 86	NMC 889701
Fuse 185	Book 404 Page 87	NMC 889702
Fuse 186	Book 404 Page 88	NMC 889703
Fuse 187	Book 404 Page 89	NMC 889704
Fuse 188	Book 404 Page 90	NMC 889705
Fuse 189	Book 404 Page 91	NMC 889706
Fuse 190	Book 404 Page 92	NMC 889707
Fuse 191	Book 404 Page 93	NMC 889708
Fuse 192	Book 404 Page 94	NMC 889709
Fuse 193	Book 404 Page 95	NMC 889710

201329