

After recording, return to:  
Newmont Mining Corporation  
Attn: Land Department  
555 Fifth Street  
Elko, Nevada 89801

BOOK 440 PAGE 265-268  
OFFICIAL RECORDS  
RECORDED AT THE REQUEST OF  
Newmont Mining Corp  
2006 AUG 16 PM 12:55  
EUREKA COUNTY, NEVADA  
M.N. REBALEATI, RECORDER  
FILE NO. FEES 17.00

**205726**

The undersigned hereby affirms this document submitted  
for recording does not contain a social security number.

Fifth Amendment to Purchase Option Agreement

This Fifth Amendment to Purchase Option Agreement (this "Amendment") is made and entered into as of August 16<sup>th</sup>, 2006, by and between Elko Land and Livestock Company, a Nevada corporation ("Grantor"), and Newmont USA Limited, a Delaware corporation, d/b in Nevada as Newmont Mining Corporation ("Grantee").

Recitals

A. Grantor and Grantee entered into that certain Purchase Option Agreement dated as of May 31, 1995 (as amended by the First Amendment, Second Amendment, Third Amendment and Fourth Amendment described below, the "Option Agreement"), which was recorded in the Official Records of Eureka County, Nevada on June 12, 1995, in Book 283 at Page 414, in the Official Records of Elko County, Nevada on June 13, 1995, in Book 895 at Page 629, and in the Official Records of Lander County, Nevada on June 13, 1995 in Book 417 at Page 768. Pursuant to the Option Agreement, Grantor granted to Grantee an option to purchase certain real property located in Elko, Eureka and Lander Counties, Nevada as more particularly described in the Option Agreement (the "Subject Property"). Grantor and Grantee subsequently executed four amendments to the Option Agreement as follows:

First Amendment to Purchase Option Agreement dated as of May 3, 1999 (the "First Amendment"), which was recorded in the official records of Eureka County, Nevada on May 6, 1999, in Book 326 at Page 566, and in the official records of Elko County, Nevada on May 6, 1999, in Book 1098 at Page 140; and

Second Amendment to Purchase Option Agreement dated as of October 5, 1999 (the "Second Amendment"), which was recorded in the official records of Eureka County, Nevada on October 6, 1999, in Book 330 at Page 016.

Third Amendment to Purchase Option Agreement dated as of March 23, 2004 (the "Third Amendment"), which was recorded in the official records of Eureka County, Nevada on April 8, 2004, in Book 377 at Page 298.

Fourth Amendment to Purchase Option Agreement dated as of August 10, 2005 (the "Fourth Amendment"), which was recorded in the official records of Eureka County, Nevada on August 22, 2005, in Book 419 at Page 375.

B. Grantor and Grantee wish to further amend the Option Agreement to delete and exclude from the Subject Property and the Option Agreement a portion of the Subject Property located in Eureka County, Nevada as more particularly described on Exhibit A attached hereto and incorporated herein by this reference (the "Excluded Property").

: Agreements

In consideration of the mutual covenants and agreements stated in this Amendment, Grantor and Grantee agree as follows:

1. Amendment. Effective as of the date of this Amendment, the Option Agreement is amended as follows:

- a. The Excluded Property shall be deleted and excluded from the Subject Property and, notwithstanding any reference thereto in the Option Agreement, the Excluded Property shall not be subject to the Option Agreement.
- b. All references in the Option Agreement to the "Agreement" shall mean the Agreement as amended by this Amendment.

2. Effect of Amendment. Except as specifically stated in this Amendment, the Option Agreement shall remain in full force and effect. In the event of any conflict between this Amendment and the Option Agreement, this Amendment shall control.

3. Governing Law. This Amendment shall be governed by and construed in accordance with the laws of the State of Nevada, without regard to that State's conflict of laws provisions.

Grantor and Grantee have executed this Amendment as of the date first written above.

Elko Land and Livestock Company

By: \_\_\_\_\_

LELAND W. KRUGERUD

Title: President

Newmont USA Limited

By: \_\_\_\_\_

LELAND W. KRUGERUD

Title: Vice President

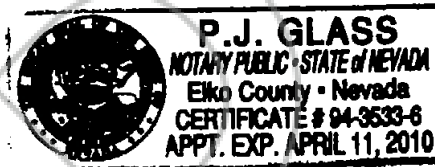
STATE OF NEVADA       )  
                                  ) SS.  
COUNTY OF ELKO       )

On August 16<sup>th</sup>, 2006, personally appeared before me, a Notary Public, Leland W. Krugerud, the President of Elko Land and Livestock Company, 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.

P.J. Glass  
Notary Public

My Commission Expires:

April 11, 2010



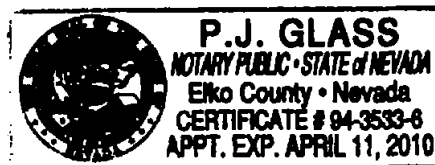
STATE OF NEVADA       )  
                                  ) SS.  
COUNTY OF ELKO       )

On August 16<sup>th</sup>, 2006, personally appeared before me, a Notary Public, Leland W. Krugerud, Vice President of Newmont USA Limited, 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.

P.J. Glass  
Notary Public

My Commission Expires:

April 11, 2010



**EXHIBIT A  
TO  
FIFTH AMENDMENT TO PURCHASE OPTION AGREEMENT**

: Excluded Property

All that certain real property described as follows:

Township 33 North, Range 48 East, Mount Diablo Meridian, Eureka County, Nevada

Section 10: All;

Section 11: All;

Section 12: All.

Portion of Assessor Parcel Number 004-210-01

**205726**

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