

DOC # 0207703

01/22/2007

05:00 PM

Official Record

Recording requested By
NEWMONT MINING CORP

Eureka County - NV
Mike Rebaleati - Recorder

Fee: \$27.00

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RPTT:

Recorded By: FES

Book- 0451 Page- 0112

COVER SHEET

Assessor's Parcel Number: n/a—royalty interest only

Mail Tax Statements to and Recorded at the request
of Newmont Mining Corporation, Attn. Land Department
555 Fifth Street
Elko, Nevada 89801



The undersigned affirms that this document contains no Social Security numbers.

FIRST AMENDMENT TO CARRIED INTEREST AND OPERATING AGREEMENT
AND CONVEYANCE OF INTEREST


FROM

NEWMONT USA LIMITED, doing business in Nevada as NEWMONT MINING
CORPORATION

TO

HIGH DESERT MINERAL RESOURCES, INC.

DATED AS OF January 15, 2007

By: 

Randy L. Parcel, attorney
For High Desert Mineral
Resources, Inc.

1660 Wynkoop Street
Suite 1000

Denver, Colorado 80202-1132

303-575-6511

RECORDING REQUESTED BY AND RETURN TO:
NEWMONT MINING CORPORATION
Attn: Land Department
555 Fifth Street
Elko, Nevada 89801

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

FIRST AMENDMENT TO CARRIED INTEREST AND OPERATING AGREEMENT
AND CONVEYANCE OF INTEREST

THIS FIRST AMENDMENT TO CARRIED INTEREST AND OPERATING AGREEMENT AND CONVEYANCE OF INTEREST ("Amendment") is made effective this 15th day of January, 2007 by and between Newmont USA Limited doing business in Nevada as Newmont Mining Corporation, ("Newmont"), and High Desert Mineral Resources, Inc., a Delaware corporation ("High Desert").


RECITALS

- A. Newmont is the successor in interest to NEWMONT GOLD COMPANY, a Delaware corporation.
- B. Newmont and High Desert entered into a Carried Interest and Operating Agreement (the "Agreement") dated May 3, 1999, and recorded with the Eureka County Recorder at Book 327 Page 217 in the Official Records in Eureka, Nevada.
- C. Pursuant to Section 7.a. of the Agreement, Newmont has abandoned certain of the unpatented mining claims included in the Properties under the Agreement and has relocated new unpatented mining claims on those lands. Newmont and High Desert now desire to amend the Agreement to include the newly relocated mining claims within the Properties that are subject to the Agreement and to convey a two percent undivided interest in these relocated mining claims to High Desert.

AGREEMENT

For good and valuable consideration, the receipt of which is hereby acknowledged by the parties, Newmont and High Desert agree as follows:

1. Exhibit "A" attached to this Amendment is hereby substituted in the place of Exhibit "A", attached to the Agreement.
2. Newmont does hereby remise, release, sell, transfer, convey and forever quitclaim to High Desert a two percent undivided interest in and to the unpatented lode claims described in Exhibit "B" to this Amendment, to have and to hold unto High Desert, its successors and assigns, subject to the terms and conditions of the Agreement.
3. The remaining terms of the Agreement shall remain in full force and effect, and are unaffected by the terms of this Amendment.

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IN WITNESS WHEREOF, this Amendment has been executed effective as of the date first above written.

NEWMONT USA LIMITED:

By: Richard J. Matthews
Name: Richard J. Matthews
Title: Vice President

HIGH DESERT MINERAL RESOURCES, INC.:

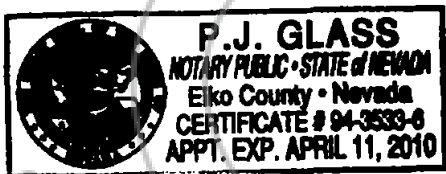
By: Stefan Wenger
Name: STEFAN WENGER
Title: TREASURER

STATE OF NEVADA)
)
COUNTY OF ELKO)

ss.

This instrument was acknowledged before me on this 18th day of January, 2007, by Richard J. Matthews as Vice President of NEWMONT USA LIMITED.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal the day and year first above written.



P.J. Glass
Notary Public
My commission expires: 4-11-10

STATE OF COLOADO)
)
CITY + COUNTY OF DENVER)

ss.

This instrument was acknowledged before me on this 17th day of January, 2007, by STEFAN WENGER, as TREASURER of HIGH DESERT MINERAL RESOURCES, INC.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal the day and year first above written.

Handy J. Parcel
Notary Public
My commission expires: APRIL 24, 2008

EXHIBIT "A"

TO FIRST AMENDMENT TO CARRIED INTEREST AND OPERATING AGREEMENT
 Dated as the day and year first written above
 BETWEEN NEWMONT USA LIMITED D/B/A NEWMONT MINING CORPORATION
 AND HIGH DESERT MINERAL RESOURCES, INC.

Property

1. Patented Mining Claims. Those certain patented lode mining claims, situated in Township 35 North, Range 50 East, MDM, Eureka County, Nevada further described as follows:

Claim	US Patent No	US Survey No.
Big Six No. 3	783757	4332
Holt	881735	4422
July	935874	4528
Great Divide	945439	4393
Bald Eagle	946758	4527

Eureka County Assessor Information: Parcel No. 410-000-71;
 Roll No. 03178; District 4.0.

2. Unpatented Mining Claims.

- a) The following described unpatented lode mining claims situated in Township 35 North, Ranges 50 and 51 East, MDM, Eureka County, Nevada:

<u>Claim Name</u>	<u>Book</u>	<u>Page</u>	<u>Book</u>	<u>Page</u>	<u>BLM Serial No.</u>
BIG JIM	O	45			NMC 11196
BIG JIM NO. 1	O	46			NMC 11197
BIG JIM NO. 2	O	47			NMC 11198
BIG JIM NO. 3	O	48			NMC 11199
BIG JIM NO. 4	O	49			NMC 11200
BIG JIM NO. 5	O	50			NMC 11201
BIG JIM NO. 6	O	51			NMC 11202
BIG JIM NO. 7	O	52			NMC 11203
BIG JIM NO. 8	O	53			NMC 11204
BIG JIM NO. 9	O	54			NMC 11205
BIG JIM NO. 10	O	55			NMC 11206
BIG JIM NO. 11	O	56			NMC 11207
BIG JIM NO. 12	O	57			NMC 11208
BIG JIM NO. 13	O	58			NMC 11209
BIG JIM NO. 14	O	59			NMC 11210
BIG JIM NO. 15	O	60			NMC 11211
BIG JIM NO. 16	O	61			NMC 11212
BIG JIM NO. 17	O	62			NMC 11213
BIG JIM NO. 18	O	63			NMC 11214
BIG JIM NO. 19	O	64			NMC 11215
BIG JIM NO. 20	O	65			NMC 11216
BIG JIM NO. 21	O	66			NMC 11217

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<u>Claim Name</u>	<u>Book</u>	<u>Page</u>	<u>Book</u>	<u>Page</u>	<u>BLM Serial No.</u>
BIG JIM NO. 22	O	67			NMC 11218
BIG JIM NO. 23	O	68			NMC 11219
BIG JIM NO. 24R	428	368			NMC 913581
BIG JIM NO. 25R	428	369			NMC 913582
BIG JIM NO. 26R	428	370			NMC 913583
BIG JIM NO. 27R	428	371			NMC 913584
BIG JIM NO. 28R	428	372			NMC 913585
BIG JIM NO. 29R	428	373			NMC 913586
BIG JIM #30	71	111	428	374	NMC 72757
BIG JIM 31R	442	62			NMC 933664
BM 1R	442	80			NMC 933682
BM #6	147	79			NMC 372458
BM #7	147	80			NMC 372459
BM 9	200	175			NMC 565082
BM 10	200	176			NMC 565083
BM 11	200	177			NMC 565084
BM 12	200	178			NMC 565085
BM 13	200	179			NMC 565086
BM 14	200	180			NMC 565087
BM 15	200	181			NMC 565088
BM 16	200	182			NMC 565089
BM 17	200	183			NMC 565090
BM 18	200	184			NMC 565091
BM 19	200	185			NMC 565092
CRACKER JACK	O	23			NMC 11174
CRACKER JACK NO. 1	O	24			NMC 11175
CRACKER JACK NO. 2	O	25			NMC 11176
CRACKER JACK NO. 3	O	26			NMC 11177
CRACKER JACK NO. 4	O	27			NMC 11178
CRACKER JACK NO. 5R	428	367			NMC 913580
DON	73	368			NMC 92824
GDE-110	184	540			NMC 529076
GDE-111	184	541			NMC 529077
GDE-112	184	542			NMC 529078
GDE-113	184	543			NMC 529079
GDE 114R	442	81			NMC 933683
GDX 105	184	340			NMC 520254
GDX 106	184	341			NMC 520255
GDX 107	184	342			NMC 520256
GDX 108	184	343			NMC 520257
HD 1R	442	64			NMC 933666
HD 2R	442	65			NMC 933667
HD 3R	442	66			NMC 933668
HD 4R	442	67			NMC 933669
HD 5R	442	68			NMC 933670
HD 6R	442	69			NMC 933671
HD 7R	442	70			NMC 933672
HD 8R	442	71			NMC 933673



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<u>Claim Name</u>	<u>Book</u>	<u>Page</u>	<u>Book</u>	<u>Page</u>	<u>BLM Serial No.</u>
HD 9R	442	72			NMC 933674
HD 11R	442	73			NMC 933675
HD 12R	442	74			NMC 933676
HD 13R	442	75			NMC 933677
HD 14R	442	76			NMC 933678
HD 15R	442	77			NMC 933679
HD 16R	442	78			NMC 933680
HD 17R	442	79			NMC 933681
HD 19	229	550			NMC 638621
HD 20	229	551			NMC 638622
HD 21	229	552			NMC 638623
HD 22	229	553			NMC 638624
HD 26	229	554			NMC 638625
HILL TOP	C	232	10	104	NMC 11231
HILL TOP NO. 1	C	233	10	106	NMC 11232
HILL TOP NO. 2	C	234	10	108	NMC 11233
HILL TOP FRACTION	C	428	10	110	NMC 11234
HILL TOP FRACTION NO. 1	C	429	10	112	NMC 11235
HILL TOP FRACTION NO. 2	9	484			NMC 11228
HILL TOP FRACTION NO. 3	9	486			NMC 11229
HILL TOP FRACTION 4R	442	63			NMC 933665
JOE	73	367			NMC 92823
LDX #1	124	386			NMC 312914
PAL	192	47			NMC 532013
POLAR #2	54	386			NMC 11155
POLAR #3	54	387			NMC 11156
POLAR #7	54	391			NMC 11160
POLAR #8	54	392			NMC 11161
POLAR #9	54	393			NMC 11162
POLAR #10	54	394			NMC 11163
POLAR #11	54	395			NMC 11164
POLAR #12	54	396			NMC 11165
Polar 14R	449	2			NMC 942434
POLAR #15	54	399			NMC 11168
POLAR #18	54	402			NMC 11171
RJV	62	318			NMC 13741
VENT 1	247	34			NMC 677567
VENT 2	247	35			NMC 677568
VENT 3	247	36			NMC 677569
VENT 6	249	182			NMC 679411
VENT 7	249	183			NMC 679412
VENT 8	249	184			NMC 679413
VENT 9	249	185			NMC 679414
VENT 15	277	517			NMC 705714
VENT 16	277	518			NMC 705715
VENT 19	286	468			NMC 720365
VENT 21	297	369			NMC 741389
VENT 22	313	449			NMC 778921



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<u>Claim Name</u>	<u>Book</u>	<u>Page</u>	<u>Book</u>	<u>Page</u>	<u>BLM Serial No.</u>
YELLOW ROSE 9R	442	58			NMC 933660
YELLOW ROSE 10R	442	59			NMC 933661
YELLOW ROSE NO. 11	0	34			NMC 11185
YELLOW ROSE NO. 12	0	35			NMC 11186
YELLOW ROSE NO. 13	0	36			NMC 11187
YELLOW ROSE NO. 14	0	37			NMC 11188
YELLOW ROSE NO. 15	0	38			NMC 11189
YELLOW ROSE NO. 16	0	39			NMC 11190
YELLOW ROSE 17R	442	60			NMC 933662
YELLOW ROSE 18R	442	61			NMC 933663
YELLOW ROSE NO. 19	0	42			NMC 11193
YELLOW ROSE NO. 20	0	43			NMC 11194
YELLOW ROSE NO. 21	0	44			NMC 11195

Insofar and only insofar as the above described claims are within the boundaries of the Area 1 Area of Interest described herein.

- b) The following described unpatented lode mining claims situated in Township 33 North, Ranges 50 East, MDM, and Township 35 North, Ranges 51 East, MDM, Eureka County, Nevada:

<u>Claim Name</u>	<u>Book</u>	<u>Page</u>	<u>BLM Serial No.</u>
GDX 201	191	166	NMC 529717
GDX 202	191	167	NMC 529718
GDX 203	191	168	NMC 529719
GDX 204	191	169	NMC 529720
GDX 205	191	170	NMC 529721
GDX 206	191	171	NMC 529722
GDX 207	191	172	NMC 529723
GDX 208	191	173	NMC 529724
GDX 209	191	174	NMC 529725
GDX 210	191	175	NMC 529726
GDX 211	191	176	NMC 529727
GDX 212	191	177	NMC 529728
GDX 213	191	178	NMC 529729
GDX 214	191	179	NMC 529730
GDX 215	191	180	NMC 529731
GDX 216	191	181	NMC 529732
GDX 217	191	182	NMC 529733
GDX 218	191	183	NMC 529734
GDX 219	191	184	NMC 529735
GDX 220	191	185	NMC 529736
GDX 221	191	186	NMC 529737
GDX 222	191	187	NMC 529738
GDX 223	191	188	NMC 529739
GDX 224	191	189	NMC 529740
GDX 225	191	190	NMC 529741
GDX 226	191	191	NMC 529742
GDX 227	191	192	NMC 529743

GDX 228	191	193	NMC 529744
GDX 229	191	194	NMC 529745
GDX 230	191	195	NMC 529746
GDX 231	191	196	NMC 529747
GDX 232	191	197	NMC 529748
GDX 233	191	198	NMC 529749
GDX 234	191	199	NMC 529750
GDX 235	191	200	NMC 529751
GDX 236	191	201	NMC 529752
GDX 237	191	202	NMC 529753
GDX 238	191	203	NMC 529754
GDX 239	191	204	NMC 529755
GDX 240	191	205	NMC 529756
GDX 241	191	206	NMC 529757
GDX 242	191	207	NMC 529758
GDX 243	191	208	NMC 529759
GDX 244	191	209	NMC 529760
GDX 245	191	210	NMC 529761
GDX 246	191	211	NMC 529762
GDX-251	191	216	NMC 529767
GDX-252	191	217	NMC 529768
GDX-253	191	218	NMC 529769
GDX-254	191	219	NMC 529770
GDX-255	191	220	NMC 529771
GDX-256	191	221	NMC 529772
GDX-257	191	222	NMC 529773
GDX-258	191	223	NMC 529774
GDX-259	191	224	NMC 529775
GDX-260	191	225	NMC 529776
GDX 261	191	226	NMC 529777
GDX 262	191	227	NMC 529778
GDX 263	191	228	NMC 529779
GDX 264	191	229	NMC 529780
GDX 265	191	230	NMC 529781
GDX 266	191	231	NMC 529782
GDX 267	191	232	NMC 529783
GDX 268	191	233	NMC 529784
GDX 269	191	234	NMC 529785
GDX 270	191	235	NMC 529786
GDX 271	191	236	NMC 529787
GDX 272	191	237	NMC 529788
GDX 273	191	238	NMC 529789
GDX 274	191	239	NMC 529790
GDX 275	191	240	NMC 529791
GDX 276	191	241	NMC 529792
GDX 277	191	242	NMC 529793
GDX 278	191	243	NMC 529794
GDX 279	191	244	NMC 529795
GDX 280	191	245	NMC 529796



GDX 281	191	246	NMC 529797
GDX 282	191	247	NMC 529798
GDX 283	191	248	NMC 529799
GDX 284	191	249	NMC 529800
GDX 285	191	250	NMC 529801
GDX 286	191	251	NMC 529802
GDX 287	191	252	NMC 529803
GDX 288	191	253	NMC 529804
GDX 289	191	254	NMC 529805

3. The Lease. That certain Mining Lease dated September 10, 1990. by and between Drury J. Thiercoff and Frances Mae Thiercoff, lessor, and High Desert Mineral Resources, Inc., lessee, and relating to the following described unpatented lode mining claims situated in Township 35 North, Ranges 50 and 51 East, MDM, Eureka County, Nevada:

<u>Claim Name</u>	<u>Book</u>	<u>Page</u>	<u>BLM Serial No.</u>
BACK PAY	29	187	NMC 27472
BACK PAY NO. 1	29	188	NMC 27473
DIXIE LEA	29	200	NMC 27470
DIXIE LEA NO. 1	29	201	NMC 27471

4. Description of the Area I Area of Interest Boundary.

PARCEL 1:

A parcel of land located in Sections 1, 2, 10, 11 and 12, T 35 N, R 50 E, MDM., and Section 18, T 35 N, R 51 E, MDM., Eureka County, Nevada, more particularly described as follows:

Beginning at the corner no. 1, a point being the Northwest corner of said Section 10, the true point of beginning,

thence N 89° 51' 21" E, 2632.17 feet along the Northerly line of said Section 10 to corner no. 2, a point being the North ¼ corner of said Section 10,

thence N 89° 57' 47" E, 2633.61 feet along the Northerly line of said Section 10 to corner no. 3, a point being the Northeast corner of said Section 10,

thence N 00° 03' 47" E, 1500.44 feet along the Westerly line of said Section 2 to corner no. 4,

thence S 89° 53' 00" E, 2400.00 feet to corner no. 5,

thence S 0° 07' 00" W, 1493.45 feet to corner no. 6, a point on the Northerly line of said Section 11,

thence N 89° 56' 59" E, 252.65 feet along the said Northerly line of Section 11 to corner no. 7, a point being the North ¼ corner of said Section 11,

thence N 89° 56' 44" E, 1242.00 feet along the said Northerly line of Section 11 to corner no. 8,

thence S 0° 00' 00" W, 389.78 feet to corner no. 9,

thence S 89° 51' 38" E, 275.70 feet to corner no. 10, a point on the Northwesterly line of the Bald Eagle Lode Mining Claim, Mineral Survey No. 4527, Patent No. 946758, recorded in the office of the



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Eureka County Recorder, Eureka, Nevada, in Book 20, at Page 58 of the Eureka County Deed Records,

thence N 31° 56' 05" E, 1072.41 feet along the said Northwesterly line of the Bald Eagle Lode Mining Claim to corner no. 11, a point being the most Northerly corner of said Bald Eagle Lode Mining Claim,

thence S 38° 25' 55" E, 513.30 feet along the Northeasterly line of the said Bald Eagle Lode Mining Claim to corner no. 12, a point on the Northwesterly line of the unpatented Gold \$ No. 1 Lode Mining Claim, Mineral Survey No. 4478, recorded in the said office of the Eureka County Recorder, Eureka, Nevada, as document No. 146889,

thence S 28° 03' 48" W, 153.45 feet along the Northwesterly line of the said Gold \$ No. 1 Lode Mining Claim to corner no. 13, a point on the Northwesterly line of the patented Great Divide Lode Mining Claim, Mineral Survey No. 4393, Patent No. 945439, recorded in the said office of the Eureka County Recorder, Eureka, Nevada, in Book 20, at Page 57 of Eureka County Deed Records,

thence N 31° 56' 05" E, 163.20 feet along the said Northwesterly line of the Great Divide Lode Mining Claim to corner no. 14, a point being the most Northerly corner of the said Great Divide Lode Mining Claim,

thence S 23° 44' 46" E, 564.49 feet along the Northeasterly line of the said Great Divide Lode Mining Claim to corner no. 15,

thence N 89° 57' 10" E, 555.83 feet to corner no. 16,

thence N 31° 09' 03" E, 133.20 feet to corner no. 17,

thence S 58° 14' 27" E, 179.27 feet to corner no. 18,

thence S 32° 37' 35" W, 346.42 feet to corner no. 19,

thence S 00° 00' 00" E, 430.20 feet to corner no. 20,

thence N 46° 30' 00" E, 999.33 feet to corner no. 21,

thence S 43° 30' 00" E, 268.09 feet to corner no. 22,

thence N 31° 30' 00" E, 371.23 feet to corner no. 23,

thence S 58° 30' 00" E, 17.39 feet to corner no. 24,

thence N 00° 00' 00" E, 295.21 feet to corner no. 25, a point on the Northerly line of said Section 12,

thence S 89° 53' 43" E, 924.96 feet along the said Northerly line of Section 12 to corner no. 26, a point being the North ¼ corner of said Section 12,

thence S 89° 52' 04" E, 1607.36 feet along the said Northerly line of Section 12 to corner no. 27, a point on the Northwesterly line of the patented Holt Lode Mining Claim, Mineral Survey No. 4422, Patent No. 881735, recorded in the said office of the Eureka County Recorder, Eureka, Nevada, in Book 20, at Page 55, of Eureka County Deed Records,

thence N 24° 07' 55" E, 122.63 feet along the said Northwesterly line of the Holt Lode Mining Claim to corner no. 28, a point being the most Northerly corner of said Holt Lode Mining Claim,

thence S 65° 52' 05" E, 235.00 feet along the Northeasterly line of the said Holt Lode Mining Claim to corner no. 29, a point being the most Easterly corner of said Holt Lode Mining Claim,

thence S 24° 07' 55" W, 18.00 feet along the Southeasterly line of the said Holt Lode Mining Claim to corner no. 30, a point on the said Northerly line of Section 12,

thence S 89° 52' 04" E, 513.63 feet along the said Northerly line of Section 12 to corner no. 31,

thence S 00° 00' 00" E, 381.45 feet to corner no. 32,

thence S 90° 00' 00" E, 297.43 feet to corner no. 33, a point on the Easterly line of said Section 12,

thence S 00° 08' 27" W, 318.53 feet along the said Easterly line of Section 12 to corner no. 34, a point being the Northwest corner of said Section 18,

thence S 89° 53' 47" E, 2940.86 feet along the Northerly line of said Section 18 to corner no. 35, a point being the North ¼ corner of said Section 18,

thence S 89° 55' 12" E, 2642.57 feet along the said Northerly line of Section 18 to corner no. 36, a point being the Northeast corner of said Section 18,

thence S 01° 16' 25" W, 1338.63 feet along the Easterly line of said Section 18 to corner no. 37, a point being the Northern 1/16 corner on the Easterly line of said Section 18,

thence S 89° 58' 57" W, 2643.03 feet along the North 1/16 line of said Section 18 to corner no. 38, a point being the Center-North 1/16 corner of said Section 18,

thence S 01° 17' 20" W, 1343.15 feet along the North-South ¼ Section line of said Section 18 to corner no. 39, a point being the Center ¼ corner of said Section 18,

thence S 89° 53' 06" W, 2887.53 feet along the East-West ¼ Section line of said Section 18 to corner no. 40, a point being the West ¼ corner of said Section 18,

thence S 00° 10' 32" W, 1889.37 feet along the Westerly line of said Section 18 to corner no. 41, a point being the Southeast corner of said Section 12,

thence N 89° 53' 07" W, 2668.11 feet along the Southerly line of said Section 12 to corner no. 42, a point being the South ¼ corner of said Section 12,

thence N 89° 56' 59" W, 2644.99 feet along the said Southerly line of Section 12 to corner no. 43, a point being the Southwest corner of said Section 12,

thence N 00° 04' 40" E, 661.31 feet along the Westerly line of said Section 12 to corner no. 44, a point being the Southeast corner of the NE1/4 SE1/4 SE1/4 of said Section 11,

thence S 89° 57' 39" W, 450.83 feet along the Southerly line of the said NE1/4 SE1/4 SE1/4 Section 11 to corner no. 45,

thence N 11° 00' 00" E, 479.04 feet to corner no. 46,

thence S 78° 50' 13" E, 13.17 feet to corner no. 47,

thence N 11° 12' 04" E, 1500.00 feet to corner no. 48,

thence N 78° 43' 45" W, 118.88 feet to corner no. 49,



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thence N 46° 30' 00" E, 220.26 feet to corner no. 50,
thence N 43° 30' 00" W, 599.02 feet to corner no. 51,
thence S 47° 00' 00" W, 235.34 feet to corner no. 52,
thence S 00° 01' 27" E, 341.02 feet to corner no. 53,
thence N 78° 43' 45" W, 48.63 feet to corner no. 54,
thence N 76° 52' 35" W, 585.47 feet to corner no. 55,
thence S 12° 15' 22" W, 771.81 feet to corner no. 56,
thence S 11° 13' 14" W, 749.49 feet to corner no. 57,
thence S 78° 50' 13" E, 187.77 feet to corner no. 58,
thence S 47° 58' 04" W, 263.08 feet to corner no. 59,
thence S 00° 07' 36" W, 644.62 feet to corner no. 60,
thence N 90° 00' 00" W, 2249.57 feet to corner no. 61,
thence S 00° 00' 00" E, 120.00 feet to corner no. 62,
thence N 90° 00' 00" W, 1370.68 feet to corner no. 63,
thence S 00° 07' 00" W, 387.09 feet to corner no. 64, a point on the Southerly line of said Section 11,
thence S 89° 57' 53" W, 130.16 feet along the said Southerly line of said Section 11 to corner no. 65, a
point being the Southeast corner of said Section 10,
thence S 89° 56' 29" W, 2632.89 feet along the Southerly line of said Section 10 to corner no. 66, a point
being the South ¼ corner of said Section 10,
thence N 89° 55' 16" W, 2636.46 feet along the Southerly line of said Section 10 to corner no. 67, a point
being the Southwest corner of said Section 10,
thence N 00° 07' 43" E, 2638.34 feet along the Westerly line of said Section 10 to corner no. 68, a point
being the West ¼ corner of said Section 10,
thence N 00° 06' 45" E, 2639.59 feet along the Westerly line of said Section 10 to corner no. 1, the point
of beginning.

PARCEL 2:

A parcel of land located in Section 2, T35N, R50E, MDM, Eureka County, Nevada, being all of the Patented July Lode Mining Claim, Mineral Survey No. 4528, Patent No. 935874, patented April 7, 1924, recorded in the office of the Eureka County Recorder, Eureka, Nevada, in Book 20 at Page 54 of Eureka County, Deed Records, and more particularly described as follows:

Commencing at the South ¼ corner of Section 33, T36N, R50E, MDM, thence S 87° 38' 40" E, 794.93 feet to the Northwest corner of the said patented July Lode Mining Claim, a point being corner no. 1, the true point of beginning,

thence S 87° 28' 31" E, 600.00 feet along the Northerly line of the said patented July Lode Mining Claim to corner no. 2, a point being the Northeast corner of the said patented July Lode Mining Claim,

thence S 02° 24' 45" W, 1500.00 feet along the Easterly line of the said patented July Lode Mining Claim to corner no. 3, a point being the Southeast corner of the said patented July Lode Mining Claim,

thence N 87° 28' 31" W, 600.00 feet along the Southerly line of the said patented July Lode Mining Claim to corner no. 4, a point being the Southwest corner of the said patented July Lode Mining Claim,

thence N 02° 24' 45" E, 1500.00 feet along the Westerly line of the said patented July Lode Mining Claim to corner no. 1, the point of beginning.

* * * * *

The Basis of Bearings for the parcels described as PARCEL 1 and PARCEL 2 is the line between the West ¼ corner and the Northwest corner of said Section 10 taken as N 00° 06' 45" E.

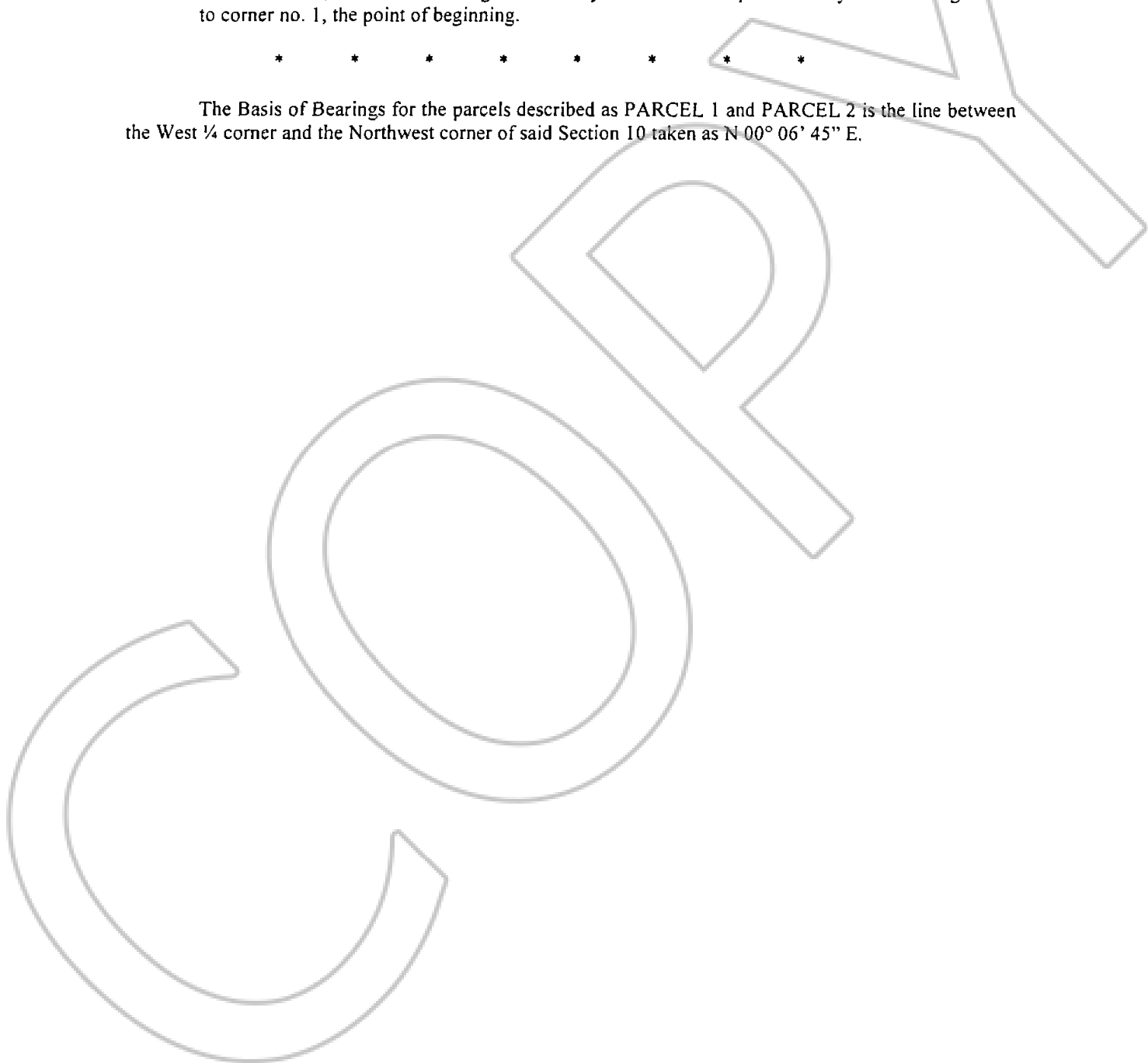


EXHIBIT "B"

TO FIRST AMENDMENT TO CARRIED INTEREST AND OPERATING AGREEMENT
 Dated as the day and year first written above
 BETWEEN NEWMONT USA LIMITED D/B/A NEWMONT MINING CORPORATION
 AND HIGH DESERT MINERAL RESOURCES, INC.

Relocated Unpatented Lode Mining Claims. The following described unpatented lode mining claims situated in Township 35 North, Ranges 50 and 51 East, MDM, Eureka County, Nevada:

<u>Claim Name</u>	<u>Book</u>	<u>Page</u>	<u>BLM Serial No.</u>
CRACKER JACK NO. 5R	428	367	NMC 913580
BIG JIM NO. 24R	428	368	NMC 913581
BIG JIM NO. 25R	428	369	NMC 913582
BIG JIM NO. 26R	428	370	NMC 913583
BIG JIM NO. 27R	428	371	NMC 913584
BIG JIM NO. 28R	428	372	NMC 913585
BIG JIM NO. 29R	428	373	NMC 913586
YELLOW ROSE 9R	442	58	NMC 933660
YELLOW ROSE 10R	442	59	NMC 933661
YELLOW ROSE 17R	442	60	NMC 933662
YELLOW ROSE 18R	442	61	NMC 933663
BIG JIM 31R	442	62	NMC 933664
HILL TOP FRACTION 4R	442	63	NMC 933665
HD 1R	442	64	NMC 933666
HD 2R	442	65	NMC 933667
HD 3R	442	66	NMC 933668
HD 4R	442	67	NMC 933669
HD 5R	442	68	NMC 933670
HD 6R	442	69	NMC 933671
HD 7R	442	70	NMC 933672
HD 8R	442	71	NMC 933673
HD 9R	442	72	NMC 933674
HD 11R	442	73	NMC 933675
HD 12R	442	74	NMC 933676
HD 13R	442	75	NMC 933677
HD 14R	442	76	NMC 933678
HD 15R	442	77	NMC 933679
HD 16R	442	78	NMC 933680
HD 17R	442	79	NMC 933681
BM 1R	442	80	NMC 933682
GDE 114R	442	81	NMC 933683
Polar 14R	449	2	NMC 942434