

DOC # 0211331

12/14/2007

10:10 AM

Official Record

Recording requested By
NEWMONT CAPITAL LTD

Eureka County - NV

Mike Rebaleati - Recorder

Fee: \$18.00

Page 1 of 5

RPTT:

Recorded By: FES

Book- 467 Page- 0308

When recorded, return to:

Franco-Nevada U.S. Corporation
1700 Lincoln Street
Denver, CO 80203
Attn: Land Department



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

ASSIGNMENT AND ASSUMPTION AGREEMENT

This Assignment and Assumption Agreement (this "Assignment") is entered into and shall be effective as of December 12, 2007, and is made and entered into between Newmont Capital Limited, a Nevada corporation, whose address is 1700 Lincoln Street, Denver, Colorado 80203 ("Assignor") and Franco-Nevada U.S. Corporation, a Delaware corporation, whose address is 1700 Lincoln Street, Denver, Colorado 80203 ("Assignee").

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns and transfers to Assignee all of Assignor's right, title and interest in and to the agreement(s) described in Exhibit A (the "Agreement(s)"). Assignee accepts such assignment, subject to the terms and conditions of the Agreement(s), and assumes the liabilities and obligations that arise out of or relate to the Agreement(s).

The rights and obligations of the parties hereto are subject to the terms and provisions of the Master Conveyance Terms Agreement dated December 12, 2007.

This Assignment shall be governed by the laws of the State of Nevada, USA without reference to the choice of law or conflicts of law principles thereof.


This Assignment shall extend to and be binding upon and every benefit hereof shall inure to the parties hereto, their respective successors and assigns.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the parties have executed this Assignment effective on the date first written above.


Assignor:

Newmont Capital Limited

By: 
Name: Thomas P. Mahoney
Title: Vice President

Assignee:

Franco-Nevada U.S. Corporation

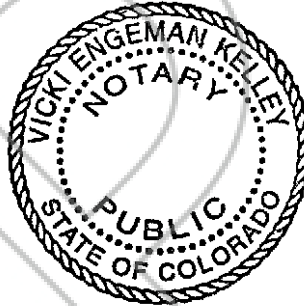
By: 
Name: Thomas M. Reesch
Title: Vice President

STATE OF COLORADO
COUNTY OF DENVER

On this 11th day of December 2007, personally appeared before me, a Notary Public, Thomas P. Mahoney a qualified and acting officer of Newmont Capital 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 on behalf of said corporation.

Vicki Engeman Kelley
Notary Public

My Commission Expires: 7-22-2009



STATE OF COLORADO
COUNTY OF DENVER

On this 11th day of December 2007, personally appeared before me, a Notary Public, Thomas M. Roesch, a qualified and acting officer of Franco-Nevada U.S. Corporation, 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 said corporation.

Vicki Engeman Kelley
Notary Public

My Commission Expires: 7-22-2009



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Barrick_Goldstrike_Assignment.DOC



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Exhibit A

Royalty Deed and Assignment dated January 5, 1993 from the Goldstrike Trust, H.W. Ranspot, Mary M. Ranspot, Robert G. Cunningham, Rebecca L. Cunningham, Allen & Allen Resources, Ltd., William W. Hair and Lila Jean Hair to Newmont Capital Limited, as successor to Franco-Nevada Mining Corporation, Inc., as recorded January 6, 1993 as File No. 143460 in Book 243 at Page 125 of the official records of Eureka County, Nevada

Settlement Agreement effective February 7, 1991 by and between H. W. Ranspot, M. J. Fitzgerald, Robert Cunningham, William W. Hair, Jack M. Allen and Barrick Goldstrike Mines Inc.

Commingling Agreement dated February 7, 1991, among H. W. Ranspot, M. J. Fitzgerald, Robert Cunningham, William W. Hair, Jack M. Allen and Barrick Goldstrike Mines Inc. (unrecorded).

Mutual Release Agreement dated February 7, 1991 by and between H.W. Ranspot, M.J. Fitzgerald, Robert Cunningham, William W. Hair, Jack M. Allen, Barrick Goldstrike Mines Inc. and Western States Minerals Corporation.

Letter Agreement dated June 20, 1983 by and between Fitzgerald and Western States Minerals Corporation, successor in title to Long Lac.

Letter Agreement dated June 20, 1983 by and between Ranspot and Western States Minerals Corporation, successor in title to Long Lac.

Royalty Deed and Assignment dated January 5, 1993, from H.W. Ranspot and Mary M. Ranspot, the Goldstrike Trust, Robert G. Cunningham and Rebecca L. Cunningham, Allen & Allen Resources, Ltd., William W. Hair and Lila Jean Hair, collectively as assignors, to Franco-Nevada Mining Corporation, Inc. as assignee, recorded in Eureka County, Nevada on January 6, 1993, in Book 243, Pages 125-130 of the Official Records.

Grant, Bargain and Sale Deed to Mining Claims dated April 26, 1986, between Intramerican, grantor, and Franco-Nevada Mining Corporation, Inc., grantee, recorded in Eureka County, Nevada on April 28, 1986, in Book 144, Page 121, and in Elko County, Nevada on April 20, 1986, in Book 552, Page 151

Assignment and Agreement dated February 24, 1979 as amended by an unrecorded First Amendment to Assignment and Agreement dated October 16, 1981 by and between LAC Minerals (USA) Inc., Western States Minerals Corporation, M. J. Fitzgerald and H. W. Ranspot.

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Barrick_Goldstrike_Assignment.DOC

Memorandum of Agreement dated April 28, 1975 by and between M. J. Fitzgerald ("Fitzgerald"), Long Lac Mineral Exploration Limited ("Long Lac"), Balmoral Mines Limited, Great Bear Mining Limited and Min-Ex Services Limited (the "Fitzgerald SJ Royalty Agreement").

Letter agreement dated as of July 7, 1975 by and between Harry Ranspot ("Ranspot"), Long Lac, Balmoral Mines Limited, Great Bear Mining Limited and Min-Ex Services Limited (the "Ranspot SJ Royalty Agreement").

Excepting any such portion of the above described agreements pertaining to the following described property:

- (a) ***Township 36 North, Range 49 East, M.D.B &M.***
Section 25: All below the elevation of 4600 feet above mean sea level
- (b) ***And excepting any other property currently owned by Newmont USA Limited d/b/a Newmont Mining Corporation on which a royalty would be payable to Newmont Capital Limited or any of its affiliated companies.***

