

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. Roesch
Title: Vice President



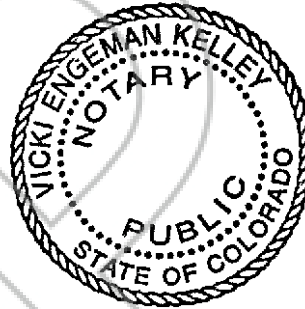
STATE OF COLORADO)

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. Roach 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

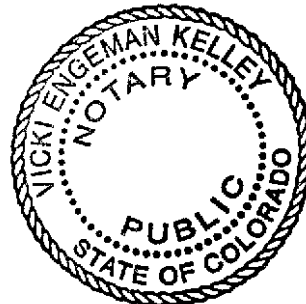


Exhibit A

Mining Agreement dated November 16, 1976 by and between PanCana Industries, Inc., Temple Mountain Industries, Inc. and East Utah Mining Company.

Agreement dated May 14, 1976 by and between East Utah Mining Company, Swiss Oils of Canada (1959) Ltd., PanCana Industries Inc. and PanCana Industries Ltd. as recorded September 27, 1976 as File No. 62230 in Book 56 at Page 504 of the official records Eureka County, Nevada and recorded October 7, 1976 as File No. 101284 in Book 237 at Page 109 of the official records Elko County, Nevada.

Letter of Amendment and Clarification dated May 19, 1976 among East Utah Mining Company and PanCana Industries, Ltd. (unrecorded).

Net Income Interest Amendment dated July 1, 1993 effective as of January 1, 1987, by and between Barrick Goldstrike Mines Inc. and Franco-Nevada Mining Corporation, Inc.

Net Income Interest Amendment dated July 1, 1993 effective as of January 1, 1987, by and between Barrick Goldstrike Mines Inc. and Euro-Nevada Mining Corporation.

Amendment to Agreements dated January 1, 1990 by and between Franco-Nevada Mining Corporation, Inc., Euro-Nevada Mining Corporation, Inc. and Barrick Goldstrike Mines Inc.

Deed to Mining Claims dated April 18, 1986, from Intramerican Oil & Minerals, Inc. as grantor, to Franco-Nevada Mining Corporation, Inc. as grantee recorded April 28, 1986 in Book 144 at Pages 121-126 of the official records of Eureka County, Nevada.

Mining Deed and Assignment of Leasehold, dated September 30, 1987, from Franco-Nevada Mining Corporation, Inc. as grantor, to Euro-Nevada Mining Corporation as grantee.

Commingling Agreement dated August 31, 1989, by and between Franco-Nevada Mining Corporation, Inc. and Barrick Goldstrike Mines, Inc. and Commingling Agreement dated August 31, 1989, by and between Euro-Nevada Mining Corporation and Barrick.

Settlement Agreement dated July 30, 1985 by and between Carlin Gold Mining Company, Elko Land and Livestock Company, Newmont Exploration Limited, Snake River Cattle Trucking Co., Western States Minerals Corporation, PanCana Minerals, Inc., Western States Minerals-JVI, Pan Cana Resources Ltd., and Interamerican Oil & Minerals, Inc.

Excepting any such portion of the above described agreements pertaining to the

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Barrick_Goldstrike (Intramerican)_Assignment.DOC



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following described property:

(a) *The property described in that certain Royalty Relinquishment Deed dated June 30, 2003 by and between Newmont Deep Post LLC and Newmont USA Limited d/b/a Newmont Mining Corporation, recorded on July 28, 2003 in Book 363 at page 329 of the Official Records of Eureka County, Nevada.*

(b) *The property described as the Royalty Parcel in that certain Royalty Quitclaim Deed and Release of Net Income Interest dated January 31, 1997 by and between Newmont Gold Company and Franco-Nevada Mining Corporation, Inc., recorded on February 18, 1997 in Book 305 at page 578 of the Official Records of Eureka County, Nevada.*

(c) *The following unpatented mining claims or any amendments or relocations thereto and the land covered by such unpatented mining claims including any patents or other property tenure covering the same land:*

<u>Claims</u>	<u>BLM Serial Number</u>
CHICAGO NO. 2	NMC-70680
CHICAGO NO. 3	NMC-70681
CHICAGO NO. 4	NMC-70682
CHICAGO NO. 7	NMC-70683
CHICAGO NO. 8	NMC-70684
CHICAGO NO. 9	NMC-70685

Located in Section 4, T-35-N, R-50-E, M.D.B. & M., Lynn Mining District, Eureka County, Nevada.

<u>Claims</u>	<u>BLM Serial Number</u>
JOE	NMC-92823
DON	NMC-92824

Located in Section 10, T-35-N, R-50-E, M.D.B. & M., Lynn Mining District, Eureka County, Nevada.

<u>Claims</u>	<u>BLM Serial Number</u>
MICRON NO. 1	NMC-56993
MICRON NO. 2	NMC-56994
MICRON NO. 3	NMC-56995
MICRON NO. 4	NMC-56996
MICRON NO. 5	NMC-56997



<i>MICRON NO. 6</i>	<i>NMC-56998</i>
<i>MICRON NO. 7</i>	<i>NMC-56999</i>
<i>MICRON NO. 8</i>	<i>NMC-57000</i>
<i>MICRON NO. 9</i>	<i>NMC-57001</i>
<i>MICRON NO. 10</i>	<i>NMC-57002</i>
<i>MICRON NO. 11</i>	<i>NMC-57003</i>
<i>MICRON NO. 12</i>	<i>NMC-57004</i>
<i>MICRON NO. 13</i>	<i>NMC-57005</i>
<i>MICRON NO. 14</i>	<i>NMC-57006</i>
<i>MICRON NO. 15</i>	<i>NMC-57007</i>
<i>MICRON NO. 16</i>	<i>NMC-57008</i>
<i>MICRON NO. 17</i>	<i>NMC-57009</i>
<i>MICRON NO. 18</i>	<i>NMC-57010</i>
<i>MICRON NO. 19</i>	<i>NMC-57011</i>
<i>MICRON NO. 20</i>	<i>NMC-57012</i>
<i>MICRON NO. 21</i>	<i>NMC-57013</i>
<i>MICRON NO. 22</i>	<i>NMC-57014</i>
<i>MICRON NO. 23</i>	<i>NMC-57015</i>
<i>MICRON NO. 24</i>	<i>NMC-57016</i>
<i>MICRON NO. 25</i>	<i>NMC-57017</i>
<i>MICRON NO. 26</i>	<i>NMC-57018</i>
<i>MICRON NO. 27</i>	<i>NMC-57019</i>
<i>MICRON NO. 28</i>	<i>NMC-57020</i>
<i>MICRON NO. 29</i>	<i>NMC-57021</i>
<i>MICRON NO. 30</i>	<i>NMC-57022</i>
<i>MICRON NO. 31</i>	<i>NMC-57023</i>
<i>MICRON NO. 32</i>	<i>NMC-57024</i>
<i>MICRON NO. 33</i>	<i>NMC-57025</i>
<i>MICRON NO. 34</i>	<i>NMC-57026</i>
<i>MICRON NO. 35</i>	<i>NMC-57027</i>
<i>MICRON NO. 36</i>	<i>NMC-57028</i>

*Located in Sections 20 and 29, T-35-N, R-51-E, M.D.B. & M., Lynn Mining District,
Eureka County, Nevada*

<u><i>Claims</i></u>	<u><i>BLM Serial Number</i></u>
<i>GOLDEN BOY NO. 6</i>	<i>NMC-56980</i>
<i>GOLDEN BOY NO. 7</i>	<i>NMC-56981</i>
<i>GOLDEN BOY NO. 8</i>	<i>NMC-56982</i>
<i>GOLDEN BOY NO. 9</i>	<i>NMC-56983</i>
<i>GOLDEN BOY NO. 10</i>	<i>NMC-56984</i>

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GOLDEN BOY NO. 11
GOLDEN BOY NO. 12
BARR NO. 1
BARR NO. 2
BARR NO. 3
BARR NO. 4

NMC-56985
NMC-56986
NMC-56971
NMC-56972
NMC-56973
NMC-56974

*Located in Section 18, T-35-N, R-51-E, M.D.B. & M., Lynn Mining District,
Eureka County, Nevada*

- (d) *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.*

