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Official Record

Recording requested By
NEWMONT MINING

Eureka County - NV

Mike Rebaleati - Recorder

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RPTT: Recorded By: LLH
Book- 0468 Page- 0008

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UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)
Suzanne B. Snow (713) 238-2669

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Richard K. Thompson
Harris & Thompson
6121 Lakeside Drive, Suite 260
Reno, NV 89511

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME FRANCO-NEVADA U.S. CORPORATION				
OR				
1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS 355 Crossing Circle				
CITY Castle Rock		STATE CO	POSTAL CODE 80108	COUNTRY USA
1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION CORPORATION	1f. JURISDICTION OF ORGANIZATION DELAWARE	1g. ORGANIZATIONAL ID #, if any 4466779 <input type="checkbox"/> NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME				
OR				
2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS				
CITY		STATE	POSTAL CODE	COUNTRY
2d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME BANK OF MONTREAL				
OR				
3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS				
CITY Toronto		STATE Ontario	POSTAL CODE M5X 1H3	COUNTRY CANADA

4. This FINANCING STATEMENT covers the following collateral:

All of Debtor's right, title and interest in fixtures that are or hereafter become attached to those real property interests described in attached Exhibit A, all of Debtor's right, title and interest in as-extracted collateral relating to those real property interests described in attached Exhibit A, and all products and proceeds of, and accessions to, any of the foregoing, whether now owned or hereafter acquired or coming into existence, wherever located.

5. ALTERNATIVE DESIGNATION (if applicable): <input type="checkbox"/> LESSEE/LESSOR <input type="checkbox"/> CONSIGNEE/CONSIGNOR <input type="checkbox"/> BAILEE/BAILOR <input type="checkbox"/> SELLER/BUYER <input type="checkbox"/> AG LIEN <input type="checkbox"/> NON-UCC FILING				
6. <input type="checkbox"/> This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable)		7. Check to REQUEST SEARCH REPORT(S) on <input type="checkbox"/> All Debtors <input type="checkbox"/> Debtor 1 <input type="checkbox"/> Debtor 2 Debtor(s) (ADDITIONAL FEE) (optional)		
8. OPTIONAL FILER REFERENCE DATA				

FILING OFFICE COPY — UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

24645262 07145949

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9 NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

9a. ORGANIZATION'S NAME

FRANCO-NEVADA U.S. CORPORATION

OR

9b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME – insert only one name (11a or 11b) – do not abbreviate or combine names

11a. ORGANIZATION'S NAME

OR

11b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

11c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

11d. SEE INSTRUCTIONS

ADD'L INFO RE
ORGANIZATION
DEBTOR

11e. TYPE OF ORGANIZATION

11f. JURISDICTION OF ORGANIZATION

11g. ORGANIZATIONAL ID #, if any

☐ NONE

12. ☐ ADDITIONAL SECURED PARTY'S or ☐ ASSIGNOR S/P'S NAME – insert only one name (12a or 12b)

12a. ORGANIZATION'S NAME

OR

12b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

12c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

13. This FINANCING STATEMENT covers ☐ timber to be cut or ☐ as-extracted collateral, or is filed as a ☐ fixture filing.

14. Description of real estate:

See Exhibit A attached hereto and made a part hereof.

16. Additional collateral description:

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

17. Check only if applicable and check only one box.

Debtor is a ☐ Trust or ☐ Trustee acting with respect to property held in trust ☐ Decedent's Estate

18. Check only if applicable and check only one box.

☐ Debtor is a TRANSMITTING UTILITY

☐ Filed in connection with a Manufactured-Home Transaction – effective 30 years

☐ Filed in connection with a Public-Finance Transaction – effective 30 years

FILING OFFICE COPY — UCC FINANCING STATEMENT ADDENDUM (FORM UCC1Ad) (REV. 05/22/02)



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EXHIBIT A

Part 1

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 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
MICRON NO. 6	NMC-56998
MICRON NO. 7	NMC-56999
MICRON NO. 8	NMC-57000
MICRON NO. 9	NMC-57001



<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>
<i>GOLDEN BOY NO. 11</i>	<i>NMC-56985</i>
<i>GOLDEN BOY NO. 12</i>	<i>NMC-56986</i>
<i>BARR NO. 1</i>	<i>NMC-56971</i>
<i>BARR NO. 2</i>	<i>NMC-56972</i>
<i>BARR NO. 3</i>	<i>NMC-56973</i>
<i>BARR NO. 4</i>	<i>NMC-56974</i>



***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.***

Part 2

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



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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.

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.***