



0211447

When recorded, return to:

Newmont Capital Limited
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 20, 2007, and is made and entered into between Newmont USA Limited, a Delaware corporation, doing business in Nevada as Newmont Mining Corporation, whose address is 1700 Lincoln Street, Denver, Colorado 80203 ("Assignor") and Newmont Capital Limited, a Nevada 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 USA Limited, doing business in Nevada
as Newmont Mining Corporation

By: Blake Rhodes
Name: Blake M. Rhodes
Title: Vice President and General Counsel

Assignee:

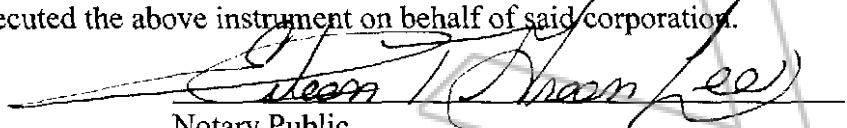
Newmont Capital Limited

By: [Signature]
Name: David R. Faley
Title: Vice President



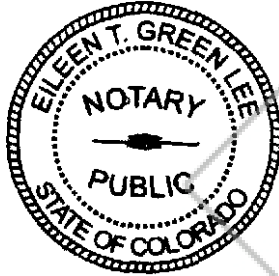
STATE OF COLORADO)
)
COUNTY OF DENVER)

On this 14th day of December 2007, personally appeared before me, a Notary Public, Blake M. Rhodes, a qualified and acting officer 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 on behalf of said corporation.


Notary Public

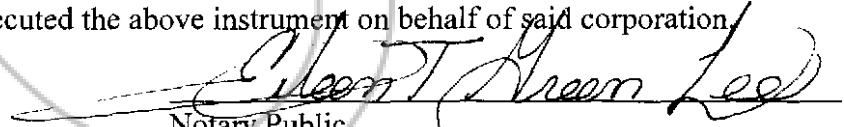
My Commission Expires:

11-2-08



STATE OF COLORADO)
)
COUNTY OF DENVER)

On this 14th day of December 2007, personally appeared before me, a Notary Public, David R. Faley, 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.


Notary Public

My Commission Expires:

11-2-08

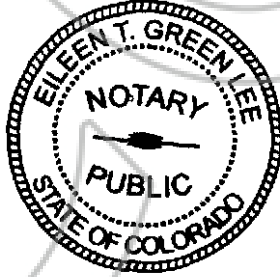


Exhibit A

Royalty Deed dated December 28, 1989, by and between Barrick Goldstrike Mine Inc., and Newmont USA Limited as successor in interest to SFP Minerals Corporation, a Delaware corporation as recorded June 4, 1990 in Book 210 at Pages 522–524 of the official records of Eureka County, Nevada.

