

**DOC # 0211448**

12/24/2007

01:42 PM

**Official Record**

Recording requested By  
NEWMONT GOLD

**Eureka County - NV**  
**Mike Rebaleati - Recorder**

Fee: **\$17.00**

Page 1 of 4

RPTT:

Recorded By: FES

Book- 0468 Page- 0107



**0211448**

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 20, 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: David R. Faley

Title: Vice President

Assignee:

Franco-Nevada U.S. Corporation

By: 

Name: Thomas M. Roesch

Title: Vice President



STATE OF COLORADO

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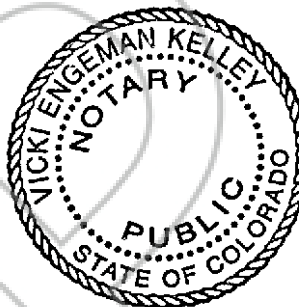
COUNTY OF DENVER

)

On this 14<sup>th</sup> 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.

Vicki Engeman Kelley  
Notary Public

My Commission Expires: 7-22-2009



STATE OF COLORADO

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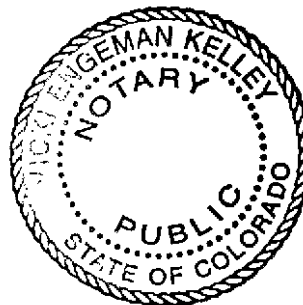
COUNTY OF DENVER

)

On this 14<sup>th</sup> 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



**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.

COPY

