

Connie Joiner, Clerk & Recorder, Teller County, Colorado

**FILED**  
IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

**ARTICLES OF MERGER**

**OF**

DEC 20 1999  
No. C2333-83  
*Dean Heller*  
DEAN HELLER, SECRETARY OF STATE

**EURO-NEVADA MINING CORPORATION, INC.**

**INTO**

**FRANCO-NEVADA MINING CORPORATION, INC.**

**FIRST:** Euro-Nevada Mining Corporation, Inc. ("Euro, Inc."), and Franco-Nevada Mining Corporation, Inc. ("Franco, Inc."), both entities of the jurisdiction of Nevada, jointly file these Articles of Merger to combine by way of statutory merger pursuant to the provisions of the Nevada Revised Statutes.

**SECOND:** A plan of merger has been duly adopted by Euro, Inc. and Franco, Inc. whereby Euro, Inc. is to be merged into Franco, Inc.

**THIRD:** Unanimous approval of the sole owner of Euro, Inc. and Franco, Inc. has been duly obtained.

**FOURTH:** The effective date of the Merger is midnight on December 31, 1999.

**FIFTH:** The complete executed plan of merger is on file at the place of business of Franco, Inc. located at Suite 2100, 6151 Lakeside Drive, Reno Nevada, 89511, and a copy of the plan will be furnished by Franco, Inc., on request and without cost, to the sole owner of each entity which is a party to this merger.

**EURO-NEVADA MINING CORPORATION, INC.**

By *[Signature]*  
President

By *David S. Mansel*  
Secretary

**FRANCO-NEVADA MINING CORPORATION, INC.**

By *[Signature]*  
President

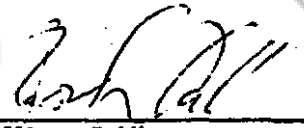
By *David S. Mansel*  
Secretary

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City of Toronto )  
Province of Ontario ) ss.

On December 13, 1999, personally appeared before me, a Notary Public, Pierre Lassonde, who acknowledged that he executed the above instrument.

NOTARY SEAL

  
\_\_\_\_\_  
Signature of Notary Public

State of Nevada )  
County of Washoe ) ss.

On December 16, 1999, personally appeared before me, a Notary Public, David Mousel, who acknowledged that he executed the above instrument.

NOTARY SEAL

  
\_\_\_\_\_  
Signature of Notary Public



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Connie Joiner, Clerk & Recorder, Teller County, Colorado

**COPY**

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FILED FOR RECORDING  
AT THE REQUEST OF

*Newmont Capital Limited*

2002 AUG 5 PM 3 31

LINCOLN COUNTY RECORDER  
FEE \$16.00

LESLIE BOUGHIER *LS*

STATE OF NEVADA  
Secretary of State

I hereby certify that this is a true and correct copy of the document filed in this office.

*Dean Heller*  
DEAN HELLER  
Secretary of State

By *A. Farmer*

*11/14/02  
6818 Donna Kone Dr.  
71 11 800*