

October 26, 2020

Gold Terra Resource Corp.
c/o Pacific Opportunity Capital Ltd.
410-325 Howe Street
Vancouver, BC V6C 1Z7

Attention: Gerald Panneton, Executive Chairman

Dear Mr Panneton,

We refer to discussions between Gold Terra Resource Corp. ("**GTRC**") and Newmont Corporation ("**Newmont**") regarding GTRC's proposal to seek a land use permit from the Mackenzie Valley Land and Water Board for surface activities in regards to exploration drilling within the boundaries of certain Mineral Leases and Crown Mineral Claims located around the Con Mine in the Northwest Territories and held by Miramar Northern Mining Ltd. ("**Miramar**"), a subsidiary of Newmont.

Newmont acknowledges Newmont Ventures Limited (a subsidiary of Newmont), Miramar and GTRC have previously entered into an exploration agreement dated September 4, 2020 (the "**Agreement**") which permits GTRC to undertake certain exploration activities pursuant to the Agreement on certain of Miramar's mineral leases and mineral claims as listed in Schedule A.

Further, GTRC and Miramar are in the process of completing a temporary access licence (the "**Licence**") to permit GTRC access across Surface Lease 8658T and to undertake certain drilling activities on and through the subsurface of Mineral Lease NT-3105 and Crown Mineral Claims 36047, 36048 & 36049 (also included in Schedule A).

Newmont hereby gives consent to the activities described above, only to the extent those activities are carried out by GTRC in accordance with the terms and conditions set out in the Agreement, the Licence and an approved land use permit. Consent to activities associated with the Licence is conditional on Newmont and GTRC formally agreeing to the terms and conditions contained therein.

Any consent given pursuant to this letter does not constitute consent to any other form of mineral tenure or surface right.



Please confirm acceptance by GTRC that activities will be carried out according to the terms and conditions as described in this letter by signing and returning the enclosed duplicate copy.


Sincerely,

Blake Rhodes

Blake Rhodes
Vice President

Acknowledged and agreed to this *27th* day of *October*, 2020 by:

GOLD TERRA RESOURCE CORP.


Gerald Panneton
Executive Chairman

Schedule A

Exploration Agreement

Property Number	Property Status	Property Owner	Property Name
Mineral Lease NT-2965	Active	Miramar Northern Mining Ltd	-
Mineral Lease NT-2966	Active	Miramar Northern Mining Ltd	-
Mineral Lease NT-2967	Active	Miramar Northern Mining Ltd	-
Mineral Lease NT-2968	Active	Miramar Northern Mining Ltd	-
Mineral Lease NT-2969	Active	Miramar Northern Mining Ltd	-
Mineral Lease NT-2970	Active	Miramar Northern Mining Ltd	-
Mineral Lease NT-2971	Active	Miramar Northern Mining Ltd	-
Mineral Lease NT-2972	Active	Miramar Northern Mining Ltd	-
Mineral Lease NT-2997	Active	Miramar Northern Mining Ltd	-
Mineral Lease NT-3184	Active	Miramar Northern Mining Ltd	-
Mineral Lease NT-3185	Active	Miramar Northern Mining Ltd	-
Mineral Lease NT-3187	Active	Miramar Northern Mining Ltd	-
Mineral Lease NT-3190	Active	Miramar Northern Mining Ltd	-
Mineral Lease NT-3191	Active	Miramar Northern Mining Ltd	-
Mineral Lease NT-3281	Active	Miramar Northern Mining Ltd	-
Mineral Lease NT-3289	Active	Miramar Northern Mining Ltd	-
Crown Mineral Claim 33896	Active	Miramar Northern Mining Ltd	PRWX #1
Crown Mineral Claim 33898	Active	Miramar Northern Mining Ltd	PRWX #3
Crown Mineral Claim 33900	Active	Miramar Northern Mining Ltd	PRWX #5
Crown Mineral Claim 33901	Active	Miramar Northern Mining Ltd	PRWX #6
Crown Mineral Claim 36045	Active	Miramar Northern Mining Ltd	P.R.W. #1
Crown Mineral Claim 36046	Active	Miramar Northern Mining Ltd	P.R.W. #2
Crown Mineral Claim 43978	Active	Miramar Northern Mining Ltd	DAW #10 FR.
Crown Mineral Claim 47728	Active	Miramar Northern Mining Ltd	CAG #1
Crown Mineral Claim 47733	Active	Miramar Northern Mining Ltd	CAG #8
Crown Mineral Claim 47740	Active	Miramar Northern Mining Ltd	CAG #9
Crown Mineral Claim 53693	Active	Miramar Northern Mining Ltd	CAGEX 1 FRACTIONAL #1
Crown Mineral Claim 53694	Active	Miramar Northern Mining Ltd	CAGEX 2 FRACTIONAL

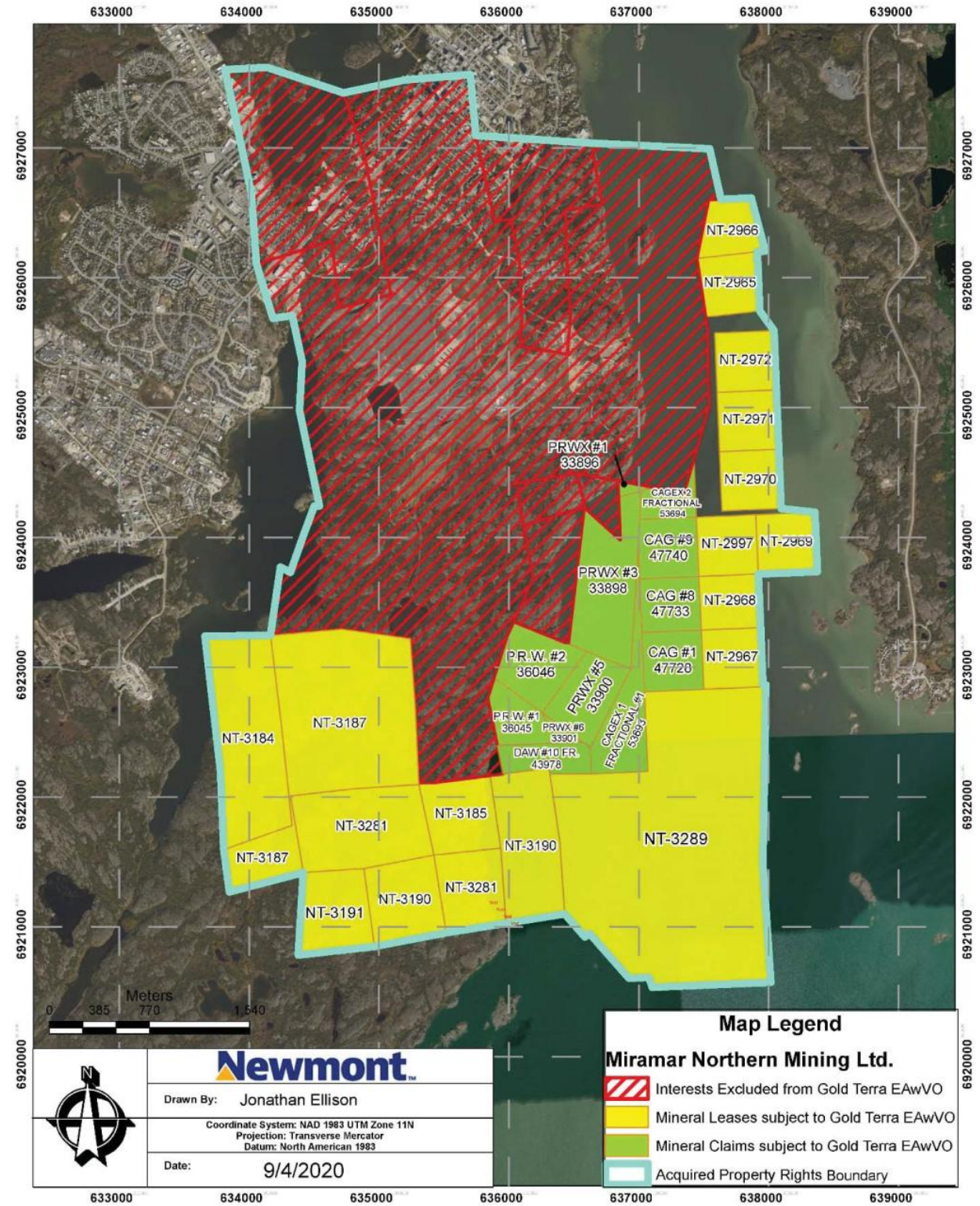
Licence

Property Number	Property Status	Property Owner	Property Name
Mineral Lease NT-3105	Active	Miramar Northern Mining Ltd	-
Crown Mineral Claim 36047	Active	Miramar Northern Mining Ltd	P.R.W. #3
Crown Mineral Claim 36048	Active	Miramar Northern Mining Ltd	P.R.W. #4
Crown Mineral Claim 36049	Active	Miramar Northern Mining Ltd	P.R.W. #5
Surface Lease 8658T	Active	Miramar Northern Mining Ltd	



PART 2 – Map

Exhibit "A"



Newmont
 Drawn By: Jonathan Ellison
 Coordinate System: NAD 1983 UTM Zone 11N
 Projection: Transverse Mercator
 Datum: North American 1983
 Date: 9/4/2020

Map Legend
Miramar Northern Mining Ltd.
 [Red Hatched Box] Interests Excluded from Gold Terra EA wVO
 [Yellow Box] Mineral Leases subject to Gold Terra EA wVO
 [Green Box] Mineral Claims subject to Gold Terra EA wVO
 [Cyan Outline Box] Acquired Property Rights Boundary