



November 17, 2014

Gerry Brunskill
Manager, Arizona Sites
BHP Copper Inc.
P.O. Box M
28545 S. Veterans Memorial Blvd.
San Manuel, AZ 85631

Dear Mr. Brunskill,

In order to facilitate the timing that is needed to advance the SRP high voltage line project necessary for expansion of the Cobre Valley Regional Medical Center (CVRMC); BHP has been requested, among other things, to expedite the granting of an easement needed by SRP. BHP has demonstrated complete cooperation and understanding in this regard and it is appreciated. Throughout the process, BHP has made known and it has been recognized by both SRP and CVRMC that BHP will continue to require ingress and egress along the historical easement or on property adjacent thereto. It was further expressed by BHP to CVRMC that it would prefer having an easement in this regard recorded before or simultaneously with the other recordings that will take place relevant to the stated project. Because of the nature of the project and the fact that Gila County needs to place this project on the docket by tomorrow, we cannot timely accomplish the surveying, preparation and recording of an easement and right-of-way that would adequately assure and convey the rights and use BHP requires.

We appreciate your willingness to allow us to proceed with the process leading to the project by your accepting this unrestricted letter of intent to grant to BHP, hopefully in the next 30 days, but no later than early January 2015, the necessary separate easement for ingress and egress and other related uses consistent with the intended and current use by BHP. As we have been informed that a portion of the easement may overlap the SRP easement and the SRP easement from CVRMC is a non-exclusive easement, BHP can in fact use the SRP easement area for access so long as the use does not interfere with our SRP's operations and maintenance on the SRP easement. I do not foresee any issues in that regard.

I express to BHP, on behalf of CVRMC, that we intend to timely complete and record an easement to allow BHP the ingress and egress it requires now and in the future, taking into account whatever implications the SRP easement presents in the areas where our easement to BHP may overlap the SRP easement, which should be minimal. Should you have any questions please contact me. I look forward to advancing this with your to a successful conclusion.

Sincerely,

A handwritten signature in blue ink, appearing to read 'Neal D. Jensen', is written over the word 'Sincerely,'.

Neal D. Jensen