

International Cyanide Management Institute
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Washington, DC 20005
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March 20, 2006

Mr. Alan R. Hill
President & CEO
Gabriel Resources Ltd.
Suite 1501, 110 Yonge Street
Toronto, Ontario
M5C 1T4 Canada

Dear Mr. Hill:

On behalf of the Board of Directors of the International Cyanide Management Institute ("ICMI"), this letter is to formally acknowledge receipt of Gabriel Resources Ltd.'s application, dated March 13, 2006, to become a signatory to the International Cyanide Management Code for the Manufacture, Transport and Use of Cyanide in the Production of Gold (the "Code"), and Gabriel Resources Ltd.'s signatory fee of US\$1,000. The operations identified in Attachment A are covered by your application. These operations were submitted to the ICMI in your application, and Gabriel Resources Ltd. thereby has agreed to allow the ICMI to post the information submitted about such operations on the ICMI's web site.

By becoming a signatory, Gabriel Resources Ltd. commits to following the Code's Principles and implementing its Standards of Practice, or in the case of cyanide producers and transporters, the Principles and Practices identified in their respective Verification Protocols.

Verification Audits

As specified by the Code, in order for Gabriel Resources Ltd. to retain signatory status, Gabriel Resources Ltd. has three years from the date of this letter to have the operations identified in Attachment A audited in accordance with the Code's requirements.

What this means is that these operations must complete a "Verification Audit" carried out by independent, third-party professionals (chosen by Gabriel Resources Ltd.) who meet the criteria for auditors specified by the ICMI. The ICMI criteria for independent, third-party auditors are posted on the ICMI's web site. Auditors must conduct Verification Audits of the operations identified in Attachment A pursuant to the Code's "Verification Protocols," which are also posted on the ICMI's web site. The purpose of the Verification Audit is to evaluate an operation to determine if its management of cyanide achieves the Code's Principles and Standards of Practice, or in the case of cyanide producers and transporters, the Principles and Practices identified in their respective Verification Protocols, all of which are also posted on our web site.

At the beginning of the Verification Audit, your operations must make all relevant data available to the auditors. We ask that you and those representatives of your operations who will be involved in Verification Audits read and understand Attachment B to this letter, which summarizes what can be expected to take place during an initial Verification Audit.

Annual Fees

Annual fees are also required to retain signatory status. Thus, while the signatory fee noted above covers 2006, a new fee schedule for calendar year 2007 may be established by the ICMI Board of Directors.

Accurate and Current Information

Please remember that, in order to retain signatory status, it is the obligation of Gabriel Resources Ltd. to ensure that the information in Gabriel Resources Ltd.'s application is accurate and current. Thus, Gabriel Resources Ltd. must submit an amended application to the ICMI, as necessary, to indicate changes in gold production (for gold mines), sale or closure of operations, or other events that significantly affect the information contained in your current application. We ask that Gabriel Resources Ltd. provide us with an amended application in as timely a manner as possible, but in any event Gabriel Resources Ltd. *must file an amended application containing accurate and current information no later than one year from each anniversary date of this letter.*

Compliance with Applicable Laws and Regulations; Disclaimer

The ICMI Board of Directors asks that Gabriel Resources Ltd. be reminded that the Code is a *voluntary* initiative for the gold mining industry and the producers and transporters of cyanide used in gold mining. The Code is intended to *complement* an operation's existing obligation to comply with the applicable laws and regulations of the political jurisdictions in which the operation is located. *The Code is not intended to, nor does it, supplant or contravene such laws and regulations.* The ICMI Board of Directors also directs your attention to the ICMI's "Legal Disclaimer" contained in Attachment C to this letter.

Use of Code Signatory Status, Code, Logo, and Terms

The Code's logo and the terms "International Cyanide Management Institute," "International Cyanide Management Code for the Manufacture, Transport and Use of Cyanide in the Production of Gold," "International Cyanide Management Code," and "International Cyanide Management Code for the Gold Mining Industry," are owned by and are the property of the ICMI. The ICMI is developing procedures for the use of the logo and these terms so that signatories may elect to utilize them appropriately in connection with their Code status. These procedures will be posted on the ICMI web site for comment in the near future.

Pending completion of this process, you are hereby authorized to state in any writing that your company is a signatory to the Code. However, at this time, no use of the logo is authorized by the ICMI, nor is any other use of the aforementioned terms authorized in any other fashion in any

writing intended for public dissemination. Any such unauthorized use may result in revocation of your signatory status.

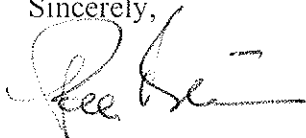
Antitrust Compliance Plan and Antitrust Compliance Guidelines

Because it is the policy of the ICMI to strictly comply with the antitrust laws of the United States and other countries in which the International Cyanide Management Code for the Manufacture, Transport, and Use of Cyanide in the Production of Gold (the "Code") may be implemented by the ICMI and Code signatories, the ICMI Board of Directors has adopted the enclosed Antitrust Compliance Plan and Antitrust Compliance Guidelines. As a signatory to the Code, Gabriel Resources Ltd. must acknowledge, accept, and abide by this Antitrust Plan and Guidelines. Payment of the required fee will serve as the agreement of Gabriel Resources Ltd. to so acknowledge, accept, and abide by the Plan and Guidelines. The ICMI Board of Directors also asks that you inform your counsel, and your appropriate employees, officers, and directors that Gabriel Resources Ltd. has agreed to abide by the ICMI's Antitrust Compliance Plan and Guidelines, and provide these individuals with a copy of the Plan and Guidelines.

We encourage you and your colleagues involved with the Code to periodically check the ICMI web site, <www.cyanidecode.org>, for news on the Code. The ICMI will, however, keep you apprised regarding any revisions to Code documents and ICMI procedures.

Please do not hesitate to contact us should you have any questions.

Sincerely,

A handwritten signature in black ink, appearing to read "Paul Bateman", written over a horizontal line.

Paul Bateman
President

Attachments

GOLD MINES, CYANIDE PRODUCTION FACILITIES OR CYANIDE TRANSPORT OPERATIONS

NAME OF COMPANY: Gabriel Resources Ltd.

ADDRESS OF COMPANY: 110 Yonge Street, Suite 1501, Toronto, Ontario M5C 1T4 Canada

Name of Mine, Production Facility or Transport Operation	Signatory Ownership Position	Name of Operating Company	Operation Address/Location	Certification Intention?	Additional Information or Comments
Rosia Montana	80%	Rosia Montana Gold Corp.	Romania	Yes	Under Development

Code Verification and Certification

Initial Verification Audit

During an initial Verification Audit, an operation's compliance at the time of the audit will be evaluated. Upon completion of the Audit, the auditors must review the findings with the operation to ensure that the Audit is factually accurate and make any necessary changes. The auditors must then submit to the signatory, the operation, and to the ICMI a detailed "Audit Findings Report" addressing the criteria in the Verification Protocol and a "Summary Audit Report" that includes the conclusion regarding the operation's compliance with the Code. The operation is certified as complying with the Code if the auditors conclude that it is in full compliance with the Code's Principles and Standards of Practice, or in the case of cyanide procedures or transporters, the Principles and Practices for cyanide production or transportation identified in their respective Verification Protocols. The detailed "Audit Findings Report" is the confidential property of the operation and shall not be released by the ICMI in any fashion without the express written consent of the signatory and audited operation. The "Summary Audit Report" of certified operations, however, will be made available to the public on the ICMI website. The operation may submit its comments regarding the Summary Audit Report to the ICMI. Those comments will be posted along with the Summary Audit Report on the ICMI website.

Conditional Certification for Substantial Compliance and Action Plans

Operations that are in "substantial compliance" with the Code are conditionally certified, subject to the successful implementation of an "Action Plan." Substantial compliance means that the operation has made a good-faith effort to comply with the Code and that the deficiencies identified by the auditors can be readily corrected and do not present an immediate or substantial risk to employee or community health or the environment. Operations that are in substantial compliance with a Standard of Practice, or in the case of cyanide producers or transporters, a Production Practice or Transport Practice must develop and implement an Action Plan to correct the deficiencies identified by the Verification Audit. The operation may request that the auditors review the Action Plan or assist in its development so that there is agreement that its implementation will bring the operation into full compliance with the Code. The auditors must submit the Action Plan to the ICMI along with the Audit Findings Report and Summary Audit Report.

The operation must provide evidence to the auditors demonstrating that it has implemented the Action Plan as specified and in the agreed-upon time frame. In some cases, it may be necessary for the auditors to re-evaluate the operation to

confirm that the Action Plan has been implemented. Upon receipt of the documentation that the Action Plan has been fully implemented, the auditors must provide a copy of the documentation to the ICMI, along with a statement verifying that the operation is in full compliance with the Code.

Full Certification

An operation will be certified as in compliance with the Code if the auditors conclude that it is in full compliance with the Code's Principles and Standards of Practice, or, in the case of cyanide producers and transporters, the Principles and Practices for cyanide production or transportation. All operations certified as in compliance with the Code will be identified on the Code website, www.cyanidecode.org/signatories&certifiedoperations. Each certified operation's Summary Audit Report will be posted. Operations with conditional certification will have their Summary Audit Report and their Action Plan posted.

An operation cannot be certified if the auditors conclude that it is neither in full compliance nor in substantial compliance with any one of the Standards of Practice (or, in the case of cyanide producers or transporters, Production or Transport Practices). An operation that is not certified based on its initial Verification Audit can be verified and certified once it has brought its management programs and procedures into compliance with the Code. Its signatory parent company remains a signatory during this process.

Pre-operational Conditional Certification

A gold mining operation that is not yet active but that is sufficiently advanced in its planning and design phases can request pre-operational conditional certification based on auditors' review of its site plans and proposed operating procedures. An on-site audit is required within one year of the operation's first receipt of cyanide at the site to confirm that the operation has been constructed and is being operated in compliance with the Code.

ICMI Legal Disclaimer

The International Cyanide Management Code (hereinafter "the Code") and other documents or information sources referenced at www.cyanidecode.org are believed to be reliable and were prepared in good faith from information reasonably available to the drafters. However, no guarantee is made in connection with the application of the Code, the additional documents available or the referenced materials to prevent hazards, accidents, incidents, or injury to employees and/or members of the public at any specific site where gold is extracted from ore by the cyanidation process. Compliance with the Code is not intended to and does not replace, contravene or otherwise alter the requirements of any specific national, state or local governmental statutes, laws, regulations, ordinances, or other requirements regarding the matters included herein. Compliance with this Code is entirely voluntary and is neither intended nor does it create, establish, or recognize any legally enforceable obligations or rights on the part of its signatories, supporters or any other parties.

International Cyanide Management Institute Antitrust Compliance Plan

The International Cyanide Management Institute (“ICMI” or “Institute”) is a not-for-profit non-member organization established to promote the safe manufacture, transportation, and use of cyanide in the production of gold. The Institute’s primary responsibilities are to administer the International Cyanide Management Code For the Manufacture, Transport, and Use of Cyanide in the Production of Gold (“Code”), promote the Code’s adoption and implementation, evaluate implementation, manage the certification process and make information on safe management practices for cyanide widely available. Signatories to the Code or Code auditors may be competitors or potential competitors with each other. For that reason, ICMI adopts this Compliance Plan to comply with applicable antitrust laws.

Antitrust laws (also known as competition laws) exist in many countries to preserve and promote free and fair competition. The antitrust laws recognize the many procompetitive and public interest benefits that can be achieved through organizations such as the ICMI. The antitrust laws of the United States are among the most important of all laws affecting organizations such as the ICMI especially since the ICMI is a U.S. corporation. Because of the Code’s multi-national applicability, however, ICMI may also be subject to other countries’ antitrust laws. At a minimum, ICMI’s activities in the United States are subject to the U.S. antitrust laws, and, consequently, compliance with these laws is a priority.

Therefore, it is the policy of ICMI to strictly comply with antitrust and all other laws applicable to its activities. As such, ICMI sets forth the following antitrust compliance plan:

- ICMI will adopt and abide by the ICMI Antitrust Compliance Guidelines (“Antitrust Guidelines”) (attached).
- All ICMI participants must acknowledge, accept and abide by the Antitrust Guidelines regarding their participation in ICMI activities.
- When appropriate, as defined by the Antitrust Guidelines, legal counsel for ICMI will review and approve ICMI agendas, meeting minutes, and other documents that may be competitively sensitive.
- When appropriate, as defined by the Antitrust Guidelines, legal counsel will attend ICMI meetings where antitrust issues might arise.
- ICMI executives will consult with legal counsel on issues regarding compliance with the antitrust laws that may be competitively sensitive.

International Cyanide Management Institute Antitrust Compliance Guidelines

Overview

The International Cyanide Management Institute (“ICMI” or “Institute”) recognizes the importance of the antitrust laws. It is ICMI’s policy to comply strictly with these laws. These guidelines address: (1) the areas of antitrust that may relate to ICMI, its activities and companies participating in its International Cyanide Management Code (“Code”); (2) the dangers that must be avoided to minimize the risk of antitrust liability; and (3) policies and procedures to follow in the area of competition. These guidelines cannot address every potential area of concern for ICMI. Whenever in doubt, it is the policy of ICMI to seek the assistance of legal counsel experienced in antitrust matters.

Industry Associations and Antitrust

Associations, their officers, and those participating in association activities often face greater antitrust risk than entities acting as individuals because such participation constitutes concerted action, which is a necessary element of a large number of U.S. federal and state antitrust violations. Antitrust actions for associations may be criminal or civil and may be filed by the Department of Justice (“DOJ”), the Federal Trade Commission (“FTC”), states Attorneys General, or private parties. Applicable antitrust laws include the Sherman Act, the Clayton Act, the Federal Trade Commission Act, the Robinson-Patman Act, as well as various state laws. While association activities generally benefit industry, consumers and the public, the risks associated with antitrust violations warrant that ICMI and participating companies prudently minimize risk by appreciating what activities are antitrust-sensitive.

Antitrust Laws Applicable to ICMI

While other laws may apply, of principal concern to ICMI is Section 1 of the Sherman Act, which renders illegal all “contract, combinations, and conspiracies” in restraint of trade in interstate commerce. The Sherman Act is not read literally, and has been interpreted as prohibiting only *unreasonable* restraints.

Certain activities – such as agreements among competitors to fix or set prices, fees, rates, or commissions, as well as certain kinds of agreements to boycott competitors, suppliers, or customers – are regarded by courts as so lacking in procompetitive benefits that they are presumed to be unreasonable and are considered illegal *per se*. Other activities, however, are judged under the “rule of reason,” which weighs the anticompetitive effects of a particular restraint against the procompetitive benefits. Courts will also consider whether the restraint serves a legitimate business purpose and whether the restriction on competition may be classified as *de minimus*.

The Sherman Act prohibition extends to any such agreement, whether written or oral, formal or informal, express or implicit. Only rarely is an anticompetitive agreement set out clearly in a written document. Antitrust liability is more often found by examining a course of business conduct from which a jury can infer the existence of an illegal conspiracy. The circumstances may be entirely innocent and lawful when viewed separately. But the same circumstances, when viewed in the aggregate, may be held to constitute an antitrust conspiracy. Even perfectly innocent and legal conduct may have the appearance of impropriety, which may be difficult to dispose of in summary proceedings if a lawsuit is filed.

Potential Areas of Concern for ICMI

Potential areas of concern for associations like ICMI generally include signatory requirements, lobbying efforts, research and development, standardization and certification activities, and information exchanges. ICMI's activities involving the creation, promulgation, and implementation of its Code require awareness of and compliance with the relevant antitrust laws.

(1) Standardization and Certification Activities

Associations may engage in standardization and certification activities, such as ICMI's work with the Code. Standards have positive and procompetitive effects such as encouragement of best practices, thereby safeguarding against failures and enhancing public and workers' safety. At the same time, the formulation and application of industry standards to industry competitors can raise significant anticompetitive problems if they are used to restrict entry, to inhibit innovation, limit the ability of competitors to compete, or have the purpose or effect of excluding certain participants. Antitrust problems arise where there is no rational basis for the exclusion or the exclusion goes beyond what is necessary to achieve the purpose of the standard.

(2) Information Exchanges

Courts evaluate information exchanges under the rule of reason analysis. In general, information exchanges that have plausible efficiency justifications are upheld, while information exchanges that stabilize prices or suppress competition are struck down (such as agreements by competitors to charge a uniform price).

If and when ICMI engages in statistical information gathering activities, the following guidelines should be observed:

- only collect and report on past information, and do not attempt to analyze or comment in any way on the information collected;
- disclose only aggregate data, and not information that specifically identifies individual companies or transactions;

- make clear that participation in statistical information gathering or surveys is voluntary, and does not require audits of the information submitted;
- utilize a third party to collect and distribute the data;
- maintain the confidentiality of the individual company information provided;
- make clear that the information provided by individual respondents is not to be discussed among competitors; and
- make clear that each company must make its own unilateral decision regarding how the exchanged information will be put to use.

Conclusion

The essential principle that should guide the policies and programs of ICMI and its participants in order to avoid antitrust violations is that no illegal agreements, arrangements, or understandings should be reached or carried out through the ICMI. Conduct that might even give the appearance of an illegal agreement should also be avoided. Officers, directors, participants, and staff of the ICMI should be alert to conduct that might fall into areas of particular antitrust concern. Any questions about the issues should be addressed to legal counsel.

Checklist of Actions to Limit Liability

The following checklist is a tool for the ICMI, its participants and staff, but is not an exhaustive list. It is not a substitute for the ICMI Antitrust Guidelines as a whole, nor is it a substitute for the advice of counsel.

1. ICMI meetings, such as ICMI Board of Directors' meetings and training sessions for auditors and signatories should be held only when there are pertinent items of substance to be discussed that justify a meeting, and the meeting has been announced in advance with a specific agenda. Agendas should be reviewed by legal counsel in advance.
2. Any documents or handouts to be used at ICMI meetings should be reviewed by counsel in advance.
3. Legal counsel should attend ICMI meetings that may raise issues under the antitrust laws, as determined by ICMI executives and/or counsel.
4. Participants at ICMI meetings should adhere strictly to the agenda.
5. Minutes of all meetings should be kept, which accurately report what actions, if any, were taken. Minutes should be reviewed in draft form by counsel.

6. Participants should not discuss with each other any sensitive antitrust subjects, such as those that relate to price (for example, individual market prices, price changes, discounts, allowances, credit terms), production, markets and the selection of customers or suppliers, except as approved by ICMI counsel.
7. Participants should avoid discussions of sensitive antitrust subjects in any social gatherings.
8. If there is any doubt about an ICMI program or subject of discussion, ICMI staff and/or participants should consult immediately with legal counsel before participating or proceeding.

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