

Certificate of Face Amount Adjustment
to the Third Party Guarantee

Date: September 17, 2014

Mr. Fernando Martinez, Director
Mining & Minerals Division
1220 South St. Francis Drive
Santa Fe, New Mexico 87505
Phone: 505/476-3400; Fax: 505/476-3402

Secretary
New Mexico Environment Department
1190 South St. Francis Drive
Santa Fe, New Mexico 87502
Phone: 505/827-2855; Fax: 505/827-2836

**RE: Financial Assurance for the Tyrone Mine
 Freeport-McMoRan Tyrone Inc.
 Mining and Minerals Division Permit No. GR010RE
 New Mexico Environment Department Discharge Permit DP-1341**

Gentlemen:

1. Existing Third Party Guarantee: On October 7, 2008, Freeport-McMoRan Inc. (formerly Freeport-McMoRan Copper & Gold Inc.), a corporation incorporated under the laws of the State of Delaware, made a Third Party Guarantee (the "Guarantee") on behalf of Freeport-McMoRan Tyrone Inc. (the "Operator") to the State of New Mexico, acting through the New Mexico Mining and Minerals Division of the Energy, Minerals, and Natural Resources Department ("MMD") and the New Mexico Environment Department ("NMED"). The Guarantee was in the amount of one hundred twenty four million, seven hundred seventy four thousand, six hundred and ninety three dollars (\$124,774,693) subject to adjustment as provided in Section 4 of the Guarantee.
2. Face Amount Adjustment: Section 4 of the Guarantee provides that the Face Amount may be adjusted from time to time if approved in writing by MMD and NMED and shall be automatically modified as of the date of their approval. Section 4 further provides that following such automatic modification of the Face Amount, any party may request of another party, and the other party shall then provide, a certificate setting forth the adjusted Face Amount (the "Certificate") and that said Certificate shall constitute an amendment to the Guarantee.
3. Written Approval by MMD and NMED: Pursuant to Section 4 of the Guarantee, MMD and NMED has requested that the Guarantor provide them with a Certificate setting forth the adjusted Face Amount. By providing their approval below, MMD and NMED hereby consent to an adjustment of the Face Amount of the Guarantee, to ninety-two million, six hundred and one thousand, six hundred and fourteen

dollars (\$92,601,614), subject to further adjustment as provided by Section 4 of the Guarantee.

4. Issuance and Approval by Guarantor: The duly authorized agents of Guarantor hereby represent that they are authorized officers of the Guarantor, and, in such capacity, they have authority from the Guarantor's Board of Directors to issue and approve this Certificate on behalf of the Guarantor.
5. Approval and Acceptance by Operator: The duly authorized agent of the Operator hereby represents that he is a duly authorized agent of the Operator, and, in such capacity, he has authority from the Operator's Board of Directors to approve and accept this Certificate on behalf of the Operator by authority of the Operator.
6. Guarantee Not Affected: Except as to the Face Amount, as stated above, all other provisions of the Guarantee shall remain in full force and effect and shall continue to be binding on the Guarantor.

Very truly yours,

Guarantor: Freeport-McMoRan Inc.

By: 

Chief Financial Officer

Printed Name:

Kathleen L. Quirk
Executive Vice President, Chief Financial Officer,
And Treasurer

By: 

Chief Legal Officer

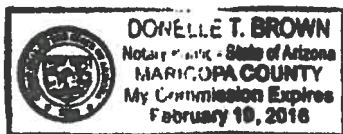
Printed Name:

L. Richards McMillan II
Senior Vice President and General Counsel

Acknowledgment of Authorized Guarantor Agent:

On this 11th day of September, 2014, before me appeared Kathleen L. Quirk to me personally known, who, being by me duly sworn, did depose and say that she is a duly authorized official of Freeport-McMoRan Inc., that the Certificate of Face Amount Adjustment to the Third Party Guarantee was signed on behalf of the Guarantor by the authority of its Board of Directors, and acknowledged said Certificate of Face Amount Adjustment to the Third Party Guarantee to be a free act and deed of the Guarantor.

In witness whereof, I have hereunto set my hand and affixed my official seal the day and year in this certificate first written above.



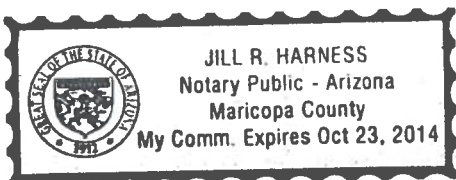
Donelle T. Brown
Notary Public

My commission expires: Feb. 19, 2016

Acknowledgment of Authorized Legal Counsel:

On this 15th day of September, 2014, before me appeared L. Richards McMillan II to me personally known, who, being by me duly sworn, did depose and say that he is a duly authorized Legal Counsel of Freeport-McMoRan Inc., that the certifications made are true and accurate, that the certifications were made on behalf of the Guarantor by the authority of its Board of Directors, and acknowledged said certifications to be a free act and deed of the Guarantor.

In witness whereof, I have hereunto set my hand and affixed my official seal the day and year in this certificate first written above.



Jill R. Harness
Notary Public

My commission expires: 10/23/14

(Additional signatures appear on page that follows)

Agreement by Operator:

The foregoing instrument is agreed upon by the Operator as shown below by signature of an authorized representative.

By: *Dal D. Broderick*
Authorized Agent of Operator

Printed Name: Daniel D. Broderick
Authorized Agent of Operator

Title: President and General Manager
Freeport-McMoRan Tyrone Inc.

Acknowledgment of Authorized Agent of the Operator:

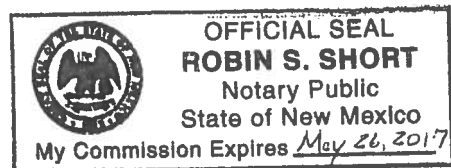
On this 17th day of September, 2014, before me appeared Daniel D. Broderick to me personally known, who, being by me duly sworn, did depose and say that he signed the attached Certificate of Face Amount Adjustment to the Third Party Guarantee on behalf of Freeport-McMoRan Tyrone Inc.

In witness whereof, I have hereunto set my hand and affixed my official seal the day and year in this certificate first written above.

Robin S. Short
Notary Public

My commission expires: May 26, 2017

(Additional signatures appear on page that follows)



Agreement by Authorized Representative of Mining and Minerals Division:

The foregoing instrument was approved by me this 26th day of September 2014.

By: 
Director, Mining and Minerals Division

Printed Name: Fernando Martinez
Director, Mining and Minerals Division



Acknowledgment by Authorized Representative of the New Mexico Environment Department:

The foregoing instrument was approved by me this 1st day of October 2014.

By: 
Secretary, New Mexico Environment Department

Printed Name: RYAN FLYNN
Secretary, New Mexico Environment Department

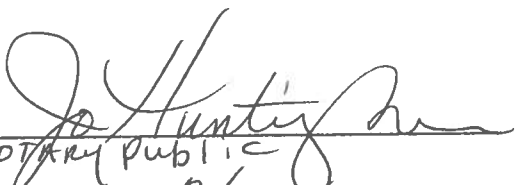

NOTARY PUBLIC
2/26/2016
my commission expires

Table 9: 9AX Borrow Material Stockpile - NPV Calculation

August 25, 2014

	Escalation Rate	Yr 1-12 Discount Rate
Earth	3.64%	5.00%

Component	Current Cost	NPV
Earthwork	\$1,150,270	\$1,071,764
Total	\$1,150,270	\$1,071,764

Year	Earthwork Current Cost	Earthwork NPV
1	95,856	95,856
2	95,856	94,614
3	95,856	93,389
4	95,856	92,179
5	95,856	90,985
6	95,856	89,807
7	95,856	88,644
8	95,856	87,495
9	95,856	86,362
10	95,856	85,244
11	95,856	84,139
12	95,856	83,050
Total	1,150,270	1,071,764

\$95,856 equals $\$1,150,270 \div 12$

\$1,150,270 9AX Stockpile FA