

2nd AMENDED

**APPLICATION FOR PERMIT
TO APPROPRIATE THE PUBLIC WATERS OF THE STATE OF NEVADA**

Date of filing in State Engineer's Office Mar. 27, 1998

Returned to applicant for correction Apr. 28, 1998

Corrected application filed MAY 20 1998

Map filed JUN 10 1998 under 63984

The applicant **Newmont Gold Company**, hereby makes application for permission to appropriate the public waters of the State of Nevada, as hereinafter stated.

1. The source of the proposed appropriation is **underground**
2. The amount of water applied for is **7.0 cfs** second-feet
 - (a) If stored in reservoir give number of acre-feet **N/A**
3. The water to be used for **mining, milling and dewatering**
4. If use is for:
 - (a) Irrigation, state number of acres to be irrigated **N/A**
 - (b) Stockwater, state number and kinds of animals to be watered **N/A**
 - (c) Other use (describe fully under No. 12. "Remarks") **N/A**
 - (d) Power:
 - (1) Horsepower developed **N/A**
 - (2) Point of return of water to stream **N/A**
5. The water is to be diverted from its source at the following point **within the NE $\frac{1}{4}$ of Section 10, T35N, R50E MDM at a point from which the SW corner of Section 2, T35N, R50E MDM bears N.44°54'33" E at a distance of 1,867.55 feet.**
6. Place of Use **see Attachment**
7. Use will begin about **January 1** and end about **December 31**, of each year.
8. Description of proposed works **Multiple wells equipped with pump, motor, flowmeter and pipelines, surge ponds, canals to place of use.**
9. Estimated cost of works **\$25,000,000**
10. Estimated time required to construct works **10 years**
11. Estimated time required to complete the application of water to beneficial use **10 years**

12. Remarks: **This application is submitted for a water rights permit to dewater Newmont's Leeville Project. The application is filed pursuant to State Engineer's Order 1038. The amount of water applied for is in accordance with preliminary studies of mine dewatering requirements. Disposal options for water produced in excess of uses described under item 3 will be surface discharge, injection, infiltration, stockwatering, and irrigation by primary storage/secondary permits.**

By s/Paul M. Pettit
 Hydrology Dept., P.O. Box 669
 Carlin, Nevada 89822

Compared nsr/jr cmf/ds

Protested ^{WD 5-4-00} 7/7/98 Humboldt River Basin Water Authority; 8/13/98 Barrick Goldstrike Mines Inc. ^{WD 5/17/99}
 8/13/98 Eureka County; 5/4/98 Pershing County Water Cons, District of NV;
 Pro. Overruled See Ruling *****
 #5011 WD 10/19/99

APPROVAL OF STATE ENGINEER

This is to certify that I have examined the foregoing application, and do hereby grant the same, subject to the following limitations and conditions:

This permit is issued subject to existing rights. It is understood that the amount of water herein granted is only a temporary allowance and that the final water right obtained under this permit will be dependent upon the amount of water actually placed to beneficial use. It is also understood that this right must allow for a reasonable lowering of the static water level. If a well, it shall be equipped with a two (2) inch opening for measuring depth to water. A totalizing meter must be installed and maintained in the discharge pipeline near the point of diversion and accurate measurements must be kept of water placed to beneficial use. The totalizing meter must be installed before any use of water begins, or before the Proof of Completion of Work is filed. This source is located within an area designated by the State Engineer, pursuant to NRS 534.030. The State retains the right to regulate the use of the water herein granted at any and all times.

This permit will allow the permittee to dewater the pit area. In the interest of the best and most efficient management of the resource, any water obtained as a result of the dewatering operation of Newmont Gold Company will be used first by the permittee for mining, milling, heap leaching, drilling, road watering and other related mining and milling uses (hereafter referred to as mining and milling uses) before usage from the water supply wells.

All water pumped from this permit shall be utilized or infiltrated back into the Boulder Flat Groundwater Basin. If such disposal of the water becomes unrealistic, a written request with supporting documentation why such discharge is necessary must be submitted and approved by the State Engineer before such discharge takes place.

The total combined consumptive duty of water under Permits 49960; 50688, Certificate 13878; 50939, Certificate 13880; 51074; 51750; 51963; 52354; 52795, Certificate 13396; 52797, Certificate 13397; 52999; 53000; 54335; 54337; 55127; 56607; 56608; 56609; 56610; 56611; 56612; 63984; 63985; 63986; 63987; 63988; 63989; and Temporary Permits 67244-T and 67245-T will not exceed 2,000 million gallons annually.

The pumping rate under Permits 63984, 63985, 63986, 63987, 63988 and 63989 shall not exceed 25,000 gallons per minute.

The water approved under this permit may be diverted to storage allowed under Primary Permit 64229 into the TS Ranch Reservoir (J-320). Any use of the primary storage right must be authorized through subsequent secondary permits issued thereunder.

The permittee will prepare and submit a report detailing a monitoring program that must be approved by the State Engineer prior to the pumping of any water under this permit. The monitoring program must show what impacts, if any, the pumping of
 (CONTINUED ON PAGE 3)

water for this project has on existing rights. The State Engineer may require additional monitoring based on the results of the monitoring program and retains the right to regulate pumping from the dewatering project and/or any other groundwater withdrawals herein authorized to protect the public interest and existing rights.

The permittee shall submit a report to the State Engineer by February 15th of each year detailing a water management plan. The management plan must include: (1) the expected pumping for the next year, (2) the expected or proposed methods of disposal, (3) a summary of the pumping and water level measurements for the previous year, and (4) an exact location of each well drilled or abandoned for the previous year.

The permittee, on a schedule acceptable to the State Engineer, will prepare and present an update on the activities of the mine, the monitoring program and the water management plan on a periodic basis, but not less than two times a year.

A monthly report will be submitted to the State Engineer within 10 days after the end of each month that will include measurement of the volume of water pumped, and the volume of water consumptively used for mining and milling purposes projectwide.

This permit is issued subject to the Water Management Plan and Water Management Plan Addendum among Barrick Goldstrike Mines, Inc.; Newmont Gold Company; and TS Ranch Joint Venture dated May 1, 1989, on file in the Office of the State Engineer.

This permit is issued subject to, and also incorporates the terms and conditions set forth in the State Engineer's Order No. 1038, Order Adopting Rules For Well Spacing and Modifications of Regulations For Water Well and Related Drilling (January, 1990) in the Northern Area of the Heretofore Designated Boulder Flat Ground Water Basin (4-61), dated March 29, 1991, on file in the Office of the State Engineer.

Under Permits 63984 through 63989, inclusive, wells or sumps may be located and drilled anywhere within each described 160-acre area as required for mine dewatering purposes without filing for a temporary change in point of diversion during that year. A change application shall be filed on or before January 15th of each of the subsequent years setting forth more exact location(s) of each producing well or pumping site within the 160-acre areas permitted.

The State Engineer retains the right at any time to require the permittee cooperate in the funding of additional monitoring and modeling by an independent third party. The State Engineer retains the right to impose future conditions as necessary upon review and evaluation of all data submitted reporting on the dewatering plan.

This permit does not extend the permittee the right of ingress and egress on public, private or corporate land.

The issuance of this permit does not waive the requirements that the permit holder obtain other permits from the State, Federal and local agencies and is specifically issued contingent upon approval by the Nevada Division of Environmental Protection of the dewatering project.

Any uses permitted may not be changed or converted to other uses which would permit a change in place of use to a place outside the Boulder Flat Groundwater Basin. Furthermore, upon cessation of all mining, milling and dewatering purposes, all water granted under Permits 63984 through 63989, inclusive, will revert back to the source.

All of the above stated conditions are issued subject to having no adverse impacts on existing rights.

(CONTINUED ON PAGE 4)

The amount of water to be appropriated shall be limited to the amount which can be applied to beneficial use, and not to exceed 7.0 cubic feet per second, but not to exceed 5,067.79 acre-feet annually.

Work must be prosecuted with reasonable diligence and be completed on or before:

January 3, 2003

Proof of completion of work shall be filed before:

February 3, 2003

Water must be placed to beneficial use on or before:

January 3, 2005

Proof of the application of water to beneficial use shall be filed on or before:

February 3, 2005

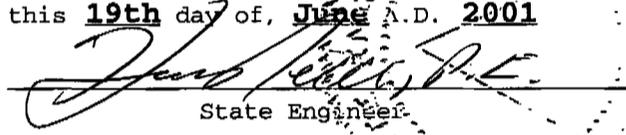
Map in support of proof of beneficial use shall be filed on or before:

N/A

IN TESTIMONY WHEREOF, I, HUGH RICCI, P.E.,

State Engineer of Nevada, have hereunto set my hand and the seal of my office,

this 19th day of, June A.D. 2001


State Engineer

Completion of work filed _____

Proof of beneficial use filed _____

Cultural map filed N/A

Certificate No. _____ Issued _____

Abrogated by 71923T 2.47

**Amended Attachment to Application 63984
to Appropriate the Public Water of the State of Nevada**

Item #6: Place of Use:

All of sections 1, 2, 3, 10, 11, 12, 13, 14, 15, the E $\frac{1}{2}$ of section 16, the N $\frac{1}{2}$ of section 22, and the N $\frac{1}{2}$ of section 23, T34N, R48E, M.D.M.;

All of sections 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 22, 23, 24, 25, 26, and 27, the N $\frac{1}{2}$ of section 34, and the N $\frac{1}{2}$ of section 35, T34N, R49E, M.D.M.;

All of section 16, the W $\frac{1}{2}$ of section 4, the E $\frac{1}{2}$ of section 5, the E $\frac{1}{2}$ of section 8, and the W $\frac{1}{2}$ of section 9, T34N, R51E, M.D.M.;

All of sections 13, 23, 24, 25, 26, 35, and 36, T35N, R48E, M.D.M.;

All of sections 2, 3, 5, 6, 7, 19, 20, 21, 28, 29, 30, 31, 32, 33, and 34, the S $\frac{1}{2}$ of section 1, the N $\frac{1}{2}$ of section 11, the N $\frac{1}{2}$ of section 12, and the W $\frac{1}{2}$ of section 18, T35N, R49E, M.D.M.;

All of sections 2, 3, 4, 5, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 23, and 24, T35N, R50E, M.D.M.;

All of sections 18, 19, 29, 30, and 32, the W $\frac{1}{2}$ of section 20, and the E $\frac{1}{2}$ of section 31, T35N, R51E, M.D.M.;

All of sections 2, 3, 10, 11, 13, 14, 15, 24, 25, 32, 33, 34, and 36, T36N, R49E, M.D.M.;

And all of sections 17, 18, 19, 20, 21, 28, 29, 30, 31, 32, and 33, T36N, R50E, M.D.M.;

