THE STATE OF NEVADA

PERMIT TO CHANGE POINT OF DIVERSION, MANNER OF USE AND PLACE OF USE OF THE PUBLIC WATERS OF THE STATE OF NEVADA HERETOFORE APPROPRIATED

Name of applicant:	**SANTA FE PACIFIC GOLD CORPORATION**
Source:	**UNDERGROUND**
Basin:	**KELLY CREEK AREA**
Manner of Use:	**MINING AND MILLING**
Period of Use:	**January 1st to December 31st**
Priority Date:	**05/10/1994**

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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 temporary permit to change the point of diversion, place and manner of use of a portion of the waters of an underground source as heretofore granted under Permit 60056 is issued subject to the terms and conditions imposed in said Permit 60056 and with the understanding that no other rights on the source will be affected by the change proposed herein. 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 the 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.

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

The issuance of this temporary permit does not waive the requirements that the permit holder obtain other permits from State, Federal and local agencies.

This temporary permit is issued as a preferred use as provided in NRS 534.120. This permit will allow the permittee to dewater the mine area. It is understood that any water produced as a result of this dewatering operation shall be used first by the permittee for mining, milling and related uses.

Monthly records shall be kept of the following and reported within 15 days after the end of each quarter:

A. The total volume of water pumped from each diversion in acre-feet.

B. The maximum flow rate from each diversion in cubic feet per second.

C. The pumping water level from each well in feet above mean sea level.

D. The volume of water consumptively used for mining and milling in acre-feet.

E. The amount of water diverted to the infiltration or injection sites, if any, in acre-feet.

F. The amount of water lost through evaporation or other system losses project wide.

The State Engineer may require additional monitoring should conditions warrant such modification.

The State Engineer retains the right to regulate the appropriation and use of the public waters herein granted at any and all times.

This temporary permit is issued under the preferred use provisions of NRS Chapter 534. The manner of use of water under this permit is by nature of its activity a temporary use and any application to change the manner of use granted under this permit will be subject to additional determination and evaluation with respect to the permanent effects on existing rights and the resource within the ground water basin.

(Continued on Page 2)

The total combined duty of water for consumptive purposes under Permits 49633, 49634, 50853, 50854, 52046, 52048 through 52051, inclusive, 58042 through 58045, inclusive, 60048 through 60057, inclusive, 61132 through 61138, inclusive, 61140 through 61144, inclusive, 61956 through 61962, inclusive, Temporary Permits 75678T and 75728T through 75760T, inclusive, shall not exceed 10,125 acre-feet annually. The total combined diversion rate of the above referenced permits shall not exceed 30.75 cubic feet per second on an instantaneous basis.

This temporary permit is issued subject to, and also incorporates the terms and conditions in the State Engineer's Order No. 1087, Order Adopting Rules For Well Spacing and Modification of Regulations For Water Well and Related Drilling (January, 1990) In The Heretofore Designated Kelly Creek Ground Water Basin (4-66), dated December 30, 1993, on file in the office of the State Engineer.

This temporary permit is issued pursuant to the provisions of NRS 533.345 Section 2 and accounts for pumpage in calendar year 2006, and therefore expires one day following the date of approval at which time all rights herein granted shall revert to the rights being changed by this temporary permit.

The point of diversion and place of use are as described on the submitted application to support this permit.

The amount of water to be appropriated shall be limited to the amount which can be applied to beneficial use, **and not to exceed 0.572 cubic feet per second or 414.0 acre-feet annually**.

Work must be prosecuted with reasonable diligence and proof of completion of work shall be filed on or before:	**N/A**
Water must be placed to beneficial use and proof of the application of water to beneficial use shall be filed on or before:	**N/A**
Map in support of proof of beneficial use shall be filed on or before:	**N/A**

IN TESTIMONY WHEREOF, I, TRACY TAYLOR, P.E.,

State Engineer of Nevada, have hereunto set my hand and the seal of my office, this 30th day of **April**, A.D. **2008**

for K. L. Hill P.E.
State Engineer

llb

1087 DW21

Temporary

Serial No. 75728 T

APPLICATION FOR PERMISSION TO CHANGE POINT OF DIVERSION, MANNER OF USE AND PLACE OF USE OF THE PUBLIC WATERS OF THE STATE OF NEVADA HERETOFORE APPROPRIATED

THIS SPACE FOR OFFICE USE ONLY

Date of filing in State Engineer's Office MAY 17 2007

Returned to applicant for correction

Corrected application filed Map filed MAY 17 2007

The applicant Santa Fe Pacific Gold Corporation

Environmental Department, PO Box 669 of Carlin
Street and No. or P.O. Box No. City or Town

Nevada, 89822, hereby make.s. application for permission to change the
State and Zip Code No.

Point of Diversion and Manner of Use and Place of Use of a portion

of water heretofore appropriated under Permit 60056
Identify existing right by Permit, Certificate, Proof or Claim Nos. If Decreed, give title of Decree

and identify right in Decree.

1. The source of water is Underground
Name of stream, lake, underground, spring or other sources.
2. The amount of water to be changed 0.572 cfs
Second feet, acre-feet. One second foot equals 448.83 gallons per minute.
3. The water to be used for Mining, milling, domestic, and dewatering
Irrigation, power, mining, commercial, etc. If for stock state number and kind of animals. Must limit to one major use.
4. The water heretofore used for Dewatering
If for stock state number and kind of animals.
5. The water is to be diverted at the following point Twin Creeks Mine - DW 21

within the NW¼ SE¼, Section 18, T39 N, R43 E, M.D.M., at a point from which the W¼ corner of Section 19, T39N, R43E bears S 29°28'43" W a distance of 5120 feet.

Describe as being within a 40-acre subdivision of public survey and by course and distance to a section corner. If on unsurveyed land, it should be stated.

6. The existing point of diversion is located within Twin Creeks Mine - Order 1087 SE18
If point of diversion is not changed, do not answer.

within the SE¼ SE¼, Section 18, T39 N, R43 E, M.D.M., at a point from which the SW corner of said section 18 bears S 72°46'17" W a distance of 3950 feet.

66-HU

7. Proposed place of use
Describe by legal subdivisions. If for irrigation state number of acres to be irrigated.

All Section 5, T38N, R43E; all Sections 24, 25, and 36, T39N, R42E; all Sections 3, 4, 5, 6, 7, 8, 9, 10, 16, 17, 18, 19, 20, 21, 29, 30, 31, and 32, T39N, R43E; and SE¼ SE¼, Section 31, and S½, Section 32, T40N, R43E, M.D.M.

8. Existing place of use See Attachment
Describe by legal subdivisions. If permit is for irrigation, state number of acres irrigated.

If changing place of use and/or manner of use of irrigation permit, describe acreage to be removed from irrigation.

9. Use will be from January 1 (Month and Day) to December 31 (Month and Day) of each year.

10. Use permitted from January 1 (Month and Day) to December 31 (Month and Day) of each year.

11. Description of proposed works. (Under the provisions of NRS 535.010 you may be required to submit plans and specifications of your diversion or storage works.) Drilled, cased well with motor and pump, totalizing flow meter, and pipeline to the place of use.
State manner in which water is to be diverted, i.e. diversion structure, ditches, pipes and flumes or drilled well, pump and motor, etc.

12. Estimated cost of works $25,000 (twenty-five thousand dollars)

13. Estimated time required to construct works Completed; Drilled, cased well with motor and pump, totalizing flow meter, and pipeline to the place of use.
If well completed, describe well.

14. Estimated time required to complete the application of water to beneficial use 9 years

15. Remarks: For use other than irrigation or stock watering, state number and type of units to be served or annual consumptive use.

This application is submitted according to Well-Spacing Order 1087, to cover 414 acre-feet of water produced during 2006.

775-778-4318
Phone No.

May 15, 2007

By Scott Paine, Water Rights Administrator
Print or type name clearly

Signature, applicant or agent

Environmental Department, PO Box 669
Street and No., or P.O. Box No.

Carlin, Nevada 89822
City, State, Zip Code No.

APPLICATION MUST BE SIGNED BY THE APPLICANT OR AGENT

STATE ENGINEER'S OFFICE
2007 MAY 17 AM 9:17

$100 FILING FEE MUST ACCOMPANY APPLICATION

(O)-1583A (Rev. 11-99)

Attachment, item 8.
Existing Place of Use

NE¼,	Section 01,	T39 N,	R42 E,	M.D.M.
NW¼,	Section 01,	T39 N,	R42 E,	M.D.M.
SE¼,	Section 01,	T39 N,	R42 E,	M.D.M.
NE¼,	Section 02,	T39 N,	R42 E,	M.D.M.
E½,	Section 12,	T39 N,	R42 E,	M.D.M.
E½,	Section 13,	T39 N,	R42 E,	M.D.M.
	Section 24,	T39 N,	R42 E,	M.D.M.
W½,	Section 02,	T39 N,	R43 E,	M.D.M.
	Section 03,	T39 N,	R43 E,	M.D.M.
	Section 04,	T39 N,	R43 E,	M.D.M.
	Section 05,	T39 N,	R43 E,	M.D.M.
	Section 06,	T39 N,	R43 E,	M.D.M.
	Section 07,	T39 N,	R43 E,	M.D.M.
	Section 08,	T39 N,	R43 E,	M.D.M.
	Section 09,	T39 N,	R43 E,	M.D.M.
	Section 10,	T39 N,	R43 E,	M.D.M.
W½,	Section 11,	T39 N,	R43 E,	M.D.M.
W½,	Section 14,	T39 N,	R43 E,	M.D.M.
	Section 15,	T39 N,	R43 E,	M.D.M.
	Section 16,	T39 N,	R43 E,	M.D.M.
	Section 17,	T39 N,	R43 E,	M.D.M.
	Section 18,	T39 N,	R43 E,	M.D.M.
	Section 19,	T39 N,	R43 E,	M.D.M.
	Section 20,	T39 N,	R43 E,	M.D.M.
	Section 21,	T39 N,	R43 E,	M.D.M.
W½,	Section 22,	T39 N,	R43 E,	M.D.M.
	Section 28,	T39 N,	R43 E,	M.D.M.
	Section 29,	T39 N,	R43 E,	M.D.M.
	Section 30,	T39 N,	R43 E,	M.D.M.
	Section 31,	T39 N,	R43 E,	M.D.M.
	Section 32,	T39 N,	R43 E,	M.D.M.
	Section 33,	T39 N,	R43 E,	M.D.M.
E½,	Section 01,	T40 N,	R42 E,	M.D.M.
E½,	Section 12,	T40 N,	R42 E,	M.D.M.
	Section 13,	T40 N,	R42 E,	M.D.M.
E½,	Section 14,	T40 N,	R42 E,	M.D.M.
E½,	Section 23,	T40 N,	R42 E,	M.D.M.
	Section 24,	T40 N,	R42 E,	M.D.M.
	Section 25,	T40 N,	R42 E,	M.D.M.
E½,	Section 26,	T40 N,	R42 E,	M.D.M.
E½,	Section 35,	T40 N,	R42 E,	M.D.M.
	Section 36,	T40 N,	R42 E,	M.D.M.
W½,	Section 04,	T40 N,	R43 E,	M.D.M.
	Section 05,	T40 N,	R43 E,	M.D.M.
	Section 06,	T40 N,	R43 E,	M.D.M.
	Section 07,	T40 N,	R43 E,	M.D.M.
	Section 08,	T40 N,	R43 E,	M.D.M.
NW¼,	Section 09,	T40 N,	R43 E,	M.D.M.
SE¼,	Section 09,	T40 N,	R43 E,	M.D.M.
SW¼,	Section 09,	T40 N,	R43 E,	M.D.M.
S½,	Section 10,	T40 N,	R43 E,	M.D.M.
S½,	Section 11,	T40 N,	R43 E,	M.D.M.
	Section 14,	T40 N,	R43 E,	M.D.M.

Attachment, item 8.
Existing Place of Use

	Section 15, T40 N, R43 E, M.D.M.
	Section 16, T40 N, R43 E, M.D.M.
	Section 17, T40 N, R43 E, M.D.M.
	Section 18, T40 N, R43 E, M.D.M.
	Section 19, T40 N, R43 E, M.D.M.
	Section 20, T40 N, R43 E, M.D.M.
	Section 21, T40 N, R43 E, M.D.M.
	Section 22, T40 N, R43 E, M.D.M.
	Section 23, T40 N, R43 E, M.D.M.
	Section 26, T40 N, R43 E, M.D.M.
	Section 27, T40 N, R43 E, M.D.M.
	Section 28, T40 N, R43 E, M.D.M.
	Section 29, T40 N, R43 E, M.D.M.
	Section 30, T40 N, R43 E, M.D.M.
	Section 31, T40 N, R43 E, M.D.M.
	Section 32, T40 N, R43 E, M.D.M.
	Section 33, T40 N, R43 E, M.D.M.
	Section 34, T40 N, R43 E, M.D.M.
W½,	Section 35, T40 N, R43 E, M.D.M.
S½,	Section 35, T41 N, R42 E, M.D.M.
S½,	Section 36, T41 N, R42 E, M.D.M.
S½,	Section 31, T41 N, R43 E, M.D.M.
S½,	Section 32, T41 N, R43 E, M.D.M.

END

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STATE ENGINEERS OFFICE