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:	**BARRICK GOLDSTRIKE MINES INC.**
Source:	**UNDERGROUND**
Basin:	**BOULDER FLAT**
Manner of Use:	**MINING AND MILLING**
Period of Use:	**January 1st to December 31st**
Priority Date:	**04/21/1987**

****

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 to change the point of diversion of the waters of an underground source as heretofore granted under Permit 59686, Certificate 14390 is issued subject to the terms and conditions imposed in said Permit 59686, Certificate 14390 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 permit does not extend the permittee the right of ingress and egress on public, private or corporate lands.

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

This permit will allow the permittee to dewater the pit area. Any water obtained as a result of the dewatering operation will be used first by Barrick Goldstrike Mines Inc. for mining, milling, heap leaching, drilling, road watering and other related mining and milling uses (hereafter referred to as mining and milling uses within the described place of use) before usage from water supply wells, and by Newmont Gold Company for the same purposes stated above at what is known as the No. 4 Mill.

Any water not used for mining and milling purposes may be utilized by the TS Ranch on land for irrigation use presently described under the place of use under Permit 16951, Certificate 5605; Permit 16952, Certificate 5606; Permit 28966, Certificate 10226; Permit 28967, Certificate 10227; Permit 29952, Certificate 10043; Permit 29953, Certificate 10044; Permit 30240, Certificate 10046; Permit 30242, Certificate 10048; Permit 30253, Certificate 10229; Permits 31288, 31289, 34770, 34771, 34773, 36022, 52941, 52942, 52943, 52944, 52945, 52946, 52947, 52948, 52949, 52950, 54827, 54828, 54829, 54830, 54831, 54832, 54833, 54834, 54835, 54836, 54837, 54838 and 54839 or any subsequent changes of the place of use of these rights.

The intent, in the interests of the best and most efficient management of the resource, is to substitute water from the dewatering of the pit area for water presently authorized to be withdrawn from the Boulder Flat Groundwater Basin under the above described permits.

Any water not used for mining and milling purposes may be utilized: to address water right impairment, if any, resulting from the diversion of water pursuant to the Barrick applications; to satisfy water use and water management requirements, if any, resulting from actions taken by other governmental agencies; to inject or infiltrate water; to replace existing authorized groundwater withdrawals; and to serve other beneficial uses that would not adversely impact other water rights.

This water may be diverted to storage and/or discharged through the reservoir constructed under Dam Application J-320. Rights to place such water to use for consumptive purposes or non-consumptive purposes will be provided under Primary Permit 55272 and any secondary permits issued thereunder.

(Continued on Page 2)

The total combined consumptive duty of water under Permits 55139, 55140, 55141, 55142, 55143, 55145, 55146, 55148, 55149, 55150, Permit 57223, Certificate 14855; Permit 57227, Certificate 14859; Permit 57231, Certificate 14861; Permits 58354, 58355, 58470, Certificate 14865; Permit 58471, Certificate 14866; Permit 58472, Certificate 14867; Permit 58473, Certificate 14868; Permit 58474, Certificate 14869; Permit 58475, Certificate 14870; Permit 58476, Certificate 14871; Permit 58543, Certificate 14872; Permit 58544, Certificate 14873; Permit 58545, Certificate 14874; Permit 58546, Certificate 14875; Permit 58547, Certificate 14876; Permit 59685, Certificate 14389; Permit 59686, Certificate 14390; Permit 59687, Certificate 14391; Permit 59688, Certificate 14392; Permit 59860, Certificate 15144; Permit 59861, Certificate 15145; Permit 60565, Certificate 14863; Permit 60566, Certificate 14864; Permit 60782, Certificate 15146; Permit 60785, Certificate 15149; Permit 60786, Certificate 15150; Permits 61407, 62736, Certificate 16868; Permit 62737,Certificate 16869, Permit 63127, Permit 63767,Certificate 16870; Permits 64279, 69695, 69782,Certificate 16871; Permits 69957, 70986, 70987, 70988, 70989, 71690, 71691, 71692, 71693, 71694, 71695, 76044, 76045, 76046, 76047, 76048, 76049, 76050, 76051, 76052, 76053 and Temporary Permit 75266T shall not exceed 11,733 acre-feet annually for mining and milling purposes.

The authorized uses under this permit are subject to the terms and provisions of that "Stipulation, Settlement Agreement and Withdrawal of Protest" concerning Application No's 55139 through 55150, inclusive, and Application No. 55272, between Barrick Goldstrike Mines Inc., or its successors and Eureka County, dated February 6, 1991; and Addendum of said stipulation, dated November 27, 1996, filed in the State Engineer's office.

This permit is subject to the "Boulder Valley Monitoring Plan" previously approved by the State Engineer on April 10, 1991.

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 Modification 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.

This permit is issued subject to, and also incorporates the terms and conditions set forth in the State Engineer's Order No. 1132, Order Amending Conditions and Provisions of Permits Issued to Barrick Goldstrike Mines Inc. to Appropriate Underground Water of the Boulder Flat Ground Water Basin (4-61), dated July 1, 1997, on file in the office of the State Engineer.

The total combined diversion rate of water under Permits 55139,55140, 55141, 55142, 55143, 55144, 55145, 55146, 55147 55148, 55149, 55150 and any subsequent changes will not exceed 100 cubic feet per second, and the total combined withdrawal of water under these permits and any subsequent changes will not exceed 72,000 acre-feet annually.

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

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 sites in acre-feet.

F. The amount of water diverted to other consumptive uses, if any, in acre-feet.

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

A year-end report will be submitted to the State Engineer no later than 45 days after the end of the calendar year. The report will state: (1) the number of wells drilled under the permits, (2) the number of abandoned wells, (3) the exact location of each well drilled or abandoned, and (4) a supporting map illustrating well locations and surface water management. The permittee, on a quarterly schedule, will prepare and present an update on the activities of the mine and dewatering projects to the State Engineer.

The State Engineer retains the right at any time to require the permittee to 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 on the dewatering program, water use and the monitoring plan. The State Engineer retains the right to regulate pumping from the dewatering project and/or any other groundwater or surface withdrawals or discharges herein authorized to protect the public interest and existing rights.

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

(Continued on Page 3)

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 1.0 cubic feet per second or 723.97 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: **June 23 , 2011**

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 16th day of **May**, A.D. **2008**

Tracy Taylor P.E.

State Engineer

Completion of work filed February 14, 2005 under 69782

Proof of beneficial use filed _____

Cultural map filed _____

Certificate No. _____ Issued _____

llb

Serial No 76044

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 JUL 1 0 2007

Returned to applicant for correction _____

Corrected application filed _____ Map filed JUL 1 0 2007

The applicant Barrick Goldstrike Mines Inc.

P.O. Box 29 (Street and No. Or P.O. Box No.) of Elko (City or Town)

Nevada 89803 (State and Zip Code No.), hereby makes application for permission to change the

☑ Point of diversion ☐ Place of use ☐ Manner of use ☐ of a portion

of water heretofore appropriated under Permit No. 59686, Certificate 14390
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 (BW-35)
Name of stream, lake, underground, spring or other sources.

2. The amount of water to be changed 1.00 cfs 723.97 acre feet annually
Second feet, acre-feet. One second foot equals 448.83 gallons per minute.

3. The water to be used for Mining, Milling, 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 Mining Milling, and Dewatering
If for stock state number and kind of animals.

5. The water is to be diverted at the following point SW1/4 SE1/4 of Section 13, T.36 N., R.49 E., M.D.B.& M.
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.

at a point from which the Southeast corner of said Section 13 bears S 77° 48' 55" E, 2617.27 feet. (BW-35)

6. The existing point of diversion is located within SE1/4 NW1/4 of Section 24, T.36 N., R.49 E., M.D.B.& M.
If point of diversion is not changed, do not answer.

at a point from which the East 1/4 corner of said Section 24 bears S 78° 28' 13" E, 3480.47 feet. (BW-23)

GEW

7. Proposed place of use SE1/4 SW1/4, NE1/4 SE1/4, S1/2 SE1/4 of Section 12; All of Section 13; SW1/4 SW1/4,
Describe by legal subdivisions. If for irrigation state number of acres to be irrigated.

NE1/4 NE1/4, S1/2 NE1/4, SE1/4 of Section 14; NW1/4 SE1/4, S1/2 SE1/4 of Section 15; SE1/4 NW1/4,

N1/2 SE1/4, NE1/4 of Section 22; W1/2 NW1/4, S1/2 SE1/4, N1/2 NE1/4, SW1/4 NE1/4 of Section 23; All of

Sections 24, 25, 26, T.36 N., R.49 E., M.D.B. & M.; S1/2 SE1/4, SW1/4 of Section 7; S1/2 S1/2 of Section 8; All of

Sections 17, 18, 19, & 20; S1/2 NW1/4 of Section 28; N1/2 of Section 29; SE1/4 SE1/4, W1/2 E1/2, W1/2 of

Section 30, T.36 N., R.50 E., M.D.B.& M.

8. Existing place of use Same as Proposed Place of Use under item 7 above.
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 provision of NRS 535.010 you may be required to submit plans and specifications of your diversion or storage works.) Drilled well BW-35, pump, and motor, to divert
State manner in which water is to be diverted, i.e. diversion structure, ditches,

water into pipeline distribution system
pipes and flumes or drilled well, pump and motor, etc.

12. Estimated cost of works ± $ 1,000,000

13. Estimated time required to construct works BW-35 is completed with 40 inch casing from +2 to 40 feet
If well completed, describe well.

and 24 inch casing from +3.8 to 2614.86 feet equipped with pump, motor, and totalizing meter.

14. Estimated time required to complete the application of water to beneficial use 3 years

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

The annual consumptive use under this application will be 723.97 acre feet annually. Please see attached remarks.

(775) 738-4053
Phone No.

By Robert E. Morley, High Desert Engineering, LLC
Print or type name clearly

Robert E. Morley
Signature, applicant or agent

640 Idaho Street
Street and No., or P.O. Box No.

Elko, Nevada 89801
City, State, Zip Code

APPLICATION MUST BE SIGNED
BY THE APPLICANT OR AGENT

$150 FILING FEE MUST ACCOMPANY APPLICATION

Barrick Goldstrike Mines Inc.
Additional remarks to applications to change permits 58543, 59686, 60782, 60785, 62736, 62737, 63767, and 70988

Item 15-Remarks

Applications to change the point of diversion under Permits 58543 (Certificate 14872), 59686 (Certificate 14390), 60782 (Certificate 15146), 60785 (Certificate 15149), 62736, 62737, 63767, and 70988 are concurrently being filed to well BW-35. There are presently two permits, 69782 and 71691, to divert water from BW-35.

BW-35 produces 2836 gpm, (6.32 cfs), 1490.90 mga.

Upon granting of the proposed change applications, the total rights on BW-35 would be 10.675 cfs but because of annual duty limitations the total combined annual duty would be 1413.37 mga.

Diversion under the water rights will be rotated because the allowable appropriation of 10.675 cfs will exceed the well capacity of 6.32 cfs. This practice will allow diversion of the full diversion and duty entitlement under each right without exceeding the total combined quantities or the production capacity of well BW-35.

TABULATION OF DIVERSION RATES & DUTIES AFTER GRANTING PROPOSED CHANGE APPLICATIONS TO BW-35

BW-35 produces 2836 gpm, (6.32 cfs) = 1490.90 mga

PERMIT	DIVERSION RATE (cfs)	DUTY (mga)
	Permits existing on BW-35	
69782	3.000	707.72
71691	3.000	50.00
	Permits proposed on BW-35	
58543	0.223	28.40
59686	1.000	235.90
60782	0.750	12.50
60785	0.750	12.50
62736	1.000	235.90
62737	0.100	23.59
63767	0.400	94.36
70988	0.452	12.50
TOTAL	10.675	1413.37