TEMPORARY

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 TURQUOISE RIDGE INC.**
Source:	**UNDERGROUND**
Basin:	**KELLY CREEK AREA**
Manner of Use:	**MINING, MILLING AND DEWATERING**
Period of Use:	**January 1st to December 31st**
Priority Date:	**01/03/1939**

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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 and place of use of a portion of the waters of an underground source as heretofore granted under Permit 65907 is issued subject to the terms and conditions imposed in said Permit 65907 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 total combined duty of water under Permit 45731, Certificate 13806; Permit 45732, Certificate 13807; Permits 58406, 58408, 61546, 61686, 61602, 61686, 61688, 63109, 65900, 65901, 65902, 65903, 65904, 65905, 65906, 65907, 65908, 65909, 65910, 65912, 65913, 65914, 68059, 74099, 76920, Temporary Permits 77365T, 77366T, 77367T, 77368T, 77369T, 77370T, 77371T and 77426T shall not exceed 3173 acre-feet annually.

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.

The issuance of this temporary 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 temporary permit is issued pursuant to the provisions of NRS 533.345 Section 2 and will expire 1 year after the approval of the permit at which time all rights herein granted shall revert to the right being changed by this temporary permit.

This temporary permit will allow the permittee to dewater the pit area and underground mining operations. Any water obtained as a result of the dewatering operation will be used first by Barrick Turquoise Ridge 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).

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. Any water produced from this dewatering operation and not used for mining and milling purposes must be injected or infiltrated back to the Kelly Creek Groundwater Basin. Any Injection or Infiltration of water must have the necessary permits issued by the Nevada Division of Environmental Protection.

(Continued on Page 2)

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.

The evaporative losses will be considered as a part of the combined duty for consumptive purposes.

The total combined diversion rate under the above referenced permits and any subsequent changes to these permits shall not exceed 15.6 cubic feet per second (7,000 gallons per minute).

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 0.598 cubic feet per second or 432.93 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 28th day of **October**, A.D. **2008**

State Engineer

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Second AMENDED

TEMPORARY

Application No. 77370T

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 SEP 1 0 2008

Returned to applicant for correction _____

Corrected application filed _____ Map filed SEP 2 6 2008 under 7 7 3 6 5 T

The applicant Barrick Turquoise Ridge Inc

P.O. Box 220 (Street Address or P.O. Box) of Golconda (City or Town)

Nevada 89414 (State and Zip Code), hereby make(s) application for permission to change the

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

of water heretofore appropriated under (Identify existing right by Permit, Certificate, Proof or Claim Nos. If Decreed, give title of Decree and identify right in Decree.)

Permit 65907

1. The source of water is underground at APW-1 (Name of stream, lake, underground, spring or other sources.)
2. The amount of water to be changed 0.598 cubic feet per second (~~433.1~~ 432.93 acre feet) Sem (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 (Describe as being within a 40-acre subdivision of public survey and by course and distance to a found section corner. If on unsurveyed land, it should be stated.)
   A well known as APW-1 located in the SE¼ SE¼ of Section 29, T.38 N., R.42 E., M.D.B.&M. on a bearing of S 89° 22' 29" E at a distance of 5339.63 feet to the Northeast corner of Section 33. T38N., R42E M.D.B&M. Sem
6. The existing point of diversion is located within (If point of diversion is not changed, do not answer.)
   SE ¼ NE ¼ section 33, T39N, R42E, M.D.B.&M at a point from which the SW corner of said section 33 bears S 51° 07' 58" W, 5902.90 feet distant from a pumping station in the Turquoise Ridge Vent Shaft.

77370T

7. Proposed place of use (Describe by legal subdivisions. If for irrigation, state number of acres to be irrigated.)
All of Section 27, all of Section 28, the SE ¼ of Section 29, all of Section 32, all of Section 33, the N ½ N ½ of Section 34 and the NW ¼ NW ¼ of Section 35, within T38N, R42E, M.D.B.&M.

8. Existing place of use (Describe by legal subdivisions. If changing place of use and/or manner of use of irrigation permit, describe acreage to be removed from irrigation.)
Within Sections 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 25, 26, 27, 28, 29, 32, 33, 34, 35, and 36 in T39N, R42E, M.D.B.&M; and Sections 1, 2, 3, 4, 9, 10, 11, 12, 13, 14, 15, and 22 in T38N, R42E, M.D.B.&M. Please use the map that accompanied Permit 65907 to illustrate the existing place of use.

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

10. Existing 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.)(State manner in which water is to be diverted, i.e. diversion structure, ditches, pipes and flumes or drilled well, pump and motor, etc.)
see attached

12. Estimated cost of works $100,000

13. Estimated time required to construct works 1 year
If well completed, describe well.

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

15. Provide a detailed description of the proposed project and its water usage (use attachments if necessary). The proposed use should be temporary in nature, or the requested change should be the result of an unforeseen occurrence: (Failure to provide a detailed description may cause a delay in processing)
See attached

16. Miscellaneous remarks:

2009 SEP 25 PM 4:19

775-337-4700
Phone No.

michael.smith@hdrinc.com
E-mail

By Michael S. Smith
Print or type name clearly

Michael S. Smith
Signature, applicant or agent

HDR Engineering Inc
Company Name

9805 Double R Blvd Ste 101
Street Address or P.O. Box

Reno, NV 89521
City, State, Zip Code

APPLICATION MUST BE SIGNED BY THE APPLICANT OR AGENT

$100 FILING FEE AND SUPPORTING MAP MUST ACCOMPANY APPLICATION

ATTACHMENT TO TEMPORARY PERMIT 77370T

Please refer to the following descriptions as called for in items 11 and 15 of the Permit Application to Change Point of Diversion ... of the Public Waters of the State of Nevada.

11. Description of proposed works.

This Change application involves supplementing appropriations approved and used at existing Point of Diversion mine dewatering well APW1. Mine dewatering groundwater is diverted by pumping from 18 inch diameter constructed well with a total cased depth of 620 feet (well constructed to allow for future deepening). Pumped water is conveyed via 12 inch diameter HDPE pipeline from the bottom of the CX open mine pit over the pit highwall out of the pit, and currently conveyed via 12 inch diameter HDPE pipeline and reinfiltrated to groundwaters of the State (Basin 066) via discharge to constructed Rapid Infiltration Basins (RIBs) approved under Nevada Division of Environmental Protection Bureau of Mining Regulation and Reclamation-issued Water Pollution Control Permit NEV2005102. Future plans include commingling mine dewatering groundwater pumped from APW1 with mine dewatering groundwater pumped under other appropriations from other wells and continuing conveyance via the existing, or a supplemental 12 inch diameter HDPE, pipeline to the RIBs for reinfiltration.

15. Provide a detailed description of the proposed project and its water usage.

Pinson Mining Company (PMC) operated as an open pit gold mining and processing project from 1980 through 28 January 1999 when it entered final permanent closure as a result of depressed gold prices. Onsite facilities and components included a mill gold recovery circuit and tailing impoundments, heap leach pads and heap leach gold recovery circuit, mobile equipment maintenance shop, warehouse, assay laboratory, administrative offices, and various site facilities support roads. PMC's gold ore was mined from a total of ten open pits during its almost nineteen year history. Two pits intercepted the pre-mining water table: the Mag pit and the CX pit. Therefore, by the late 1980's-early 1990's PMC applied to, and received, water appropriation permits to facilitate mine dewatering supplemental to the production water initially permitted to support initial mining, processing and support operations.

Mining operations 1980 through 28 January 1999 depleted the then-economically recoverable gold reserves at the Pinson Mine. Final permanent closure and reclamation activities at the site commenced in February 1999 in accordance with closure plans approved by the Nevada Division of Environmental Protection (NDEP) Bureau of Mining Regulation and Reclamation (BMRR) and are in the advanced stages. Closure activities included approved pro-active rapid-fills of the two pits that intercepted the pre-mining water table, the Mag and CX pits, to expedite closure of the two approved post-mining pit lakes.

In recent years, gold prices have increased to the extent that previously uneconomic gold resources have become economically viable; and exploration has commenced again industry-wide, and including the Pinson minesite. Since late 2004, PMC and a partner, Atna Resources, Inc. (Atna), have developed and initiated a plan to explore at the Pinson minesite by surface drilling, and underground development and drilling via a decline originating at the bottom of the CX pit. To accommodate this planned underground development and exploration, the water table had to be lowered to allow work to proceed under safely dry conditions. PMC's hydrologic consultants, Water Management

Consultants, Inc., prepared a model which predicted a need to pump up to a maximum of 6,900 gallons per minute (15.4 cfs) to adequately dewater the targeted zone of exploration operations.

Test dewatering pumping from 13 December 2005 to 28 April 2006, and from 15 August 2007 through the present with reinfiltration of the discharged dewatering pumpage into local alluvium in accordance with Permits TNEV2008316, TNEV2008434 and NEV2005102, has confirmed the feasibility of lowering the water table to facilitate continued safe underground exploration activities. However, appropriations supplemental to PMC's current appropriations are necessary to facilitate continued further mine dewatering of the Pinson Fault Shear Zone hydrologic unit in which exploration activities are being conducted, in order to lower the Shear Zone water level to such an elevation and at such a rate as to facilitate safe and timely exploration activities.