Permit No. 77373T

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:	**PINSON MINING COMPANY**
Source:	**UNDERGROUND**
Basin:	**KELLY CREEK AREA**
Manner of Use:	**MINING, MILLING AND DEWATERING**
Period of Use:	**January 1st to December 31st**
Priority Date:	**10/15/1987**

****

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 temporary permit to change the point of diversion of the waters of an underground source as heretofore granted under Permit 65631 is issued subject to the terms and conditions imposed in said Permit 65631 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 43130, Certificate 13070; Permit 48037, Certificate 14221; Permit 51388, Certificate 14222; Permit 51427, Certificate 14224; Permits 57885, 57887, 57891, 65629, 65630, 65631, 65632 and Temporary Permits 77372 T, 77373 T and 77374 T shall not exceed 1149 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. This permit is issued under the provisions of NRS 534.120 (2) as a preferred use.

This temporary permit also incorporates the provisions of "Order Adopting Rules for Well Spacing and Modification of Regulations for Water Well and Related Drilling in the Northern Portion of the Designated Kelly Creek Groundwater Basin (4-66) entered December 30, 1993, Order 1087, on file in the office of the State Engineer.

(Continued on Page 2)

Monthly records shall be kept of the following and reported within 10 days after the end of each month:

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 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 0.78 cubic feet per second or 563.748 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**

Tracy Taylor P.E.

State Engineer

llb

TEMPORARY Application No. 77373 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 SEP 1 1 2008

Returned to applicant for correction _____

Corrected application filed _____ Map filed NOV 0 8 1999 under 6 5 6 2 9

The applicant Pinson Mining Company Attn: John C. Porterfield, Project Manager

HC 66, Box 2 (Street Address or P.O. Box) of Golconda (City or Town)

Nevada 89414-9602 (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 65631

1. The source of water is Underground APW-1 (Name of stream, lake, underground, spring or other sources.)

2. The amount of water to be changed 0.78 cfs 563.748 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, Domestic & 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, Domestic & 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 so stated.)
SE1/4 SE1/4 of Section 29, T.38 N., R.42 E., M.D.B. & M. at a point from which the Southeast corner of said Section 29 bears S 05° 46' 14" E, 323.93 feet. Please use the map that accompanied Permit 65629 to illustrate the proposed point of diversion.

6. The existing point of diversion is located within (If point of diversion is not changed, do not answer)
SW1/4 SW1/4 of Section 28, T.38 N., R.42 E., M.D.B. & M. at a point from which the Southwest corner of said Section 28 bears S 04° 14' 11" W, 378.76 feet. Please use the map that accompanied Permit 65631 to illustrate the existing point of diversion.

66-HLS

7. Proposed place of use (Describe by legal subdivisions. If for irrigation, state number of acres to be irrigated.)
All of Sections 27 and 28, the SE1/4 of Section 29, All of Sections 32 and 33, the N1/2 N1/2 of Section 34, the NW1/4 NW1/4 of Section 35, all in T.38 N., R.42 E., M.D.B. & M., the NW1/4 NW1/4 of Section 4, the N1/2 of Section 5, all in T. 37 N., R.42 E., M.D.B. & M. Please use the map that accompanied Permit 65629 to illustrate the proposed place of use.

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.)
All of Sections 27 and 28, the SE1/4 of Section 29, All of Sections 32 and 33, the N1/2 N1/2 of Section 34, the NW1/4 NW1/4 of Section 35, all in T.38 N., R.42 E., M.D.B. & M., the NW1/4 NW1/4 of Section 4, the N1/2 of Section 5, all in T. 37 N., R.42 E., M.D.B. & M. Same as proposed place of use. Please use the map that accompanied Permit 65631 to illustrate the existing place of use.

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.) (State manner in which water is to be diverted, i.e. diversion structure, ditches, pipes and flumes or drilled well, pump, and motor, etc.
Drilled well, pump, motor, pipelines, storage ponds

12. Estimated cost of works $ 50,000

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 1 year

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)
This application is for a temporary permit. The annual consumptive use will be 563.748 acre feet annually. In recent years, gold prices have increased to the extent that previously uneconomic gold resources have become economically viable and exploration has commenced again at the Pinson minesite. The applicant has developed and initiated a plan to explore at the Pinson minesite by surface drilling and underground development at the bottom of the mine pit. To accommodate this exploration the water table in the pit must be lowered to proceed under safe conditions. This application along with others being filed will allow the dewatering to continue at a rate needed for the exploration efforts.

16. Miscellaneous remarks:
In addition to the applicant and the agent, please send copies of all correspondence regarding this application to: Barrick Goldstrike Mines Inc., Attn: Bill Listerud, P.O. Box 29, Elko, NV 89803

(775) 738-4053
Phone No.

By Robert E. Morley
Print or type name clearly

Robert E. Morley
Signature, applicant or agent

remorley@frontiernet.net
E-mail

High Desert Engineering, LLC
Company Name

640 Idaho Street
Street address or P.O. Box

Elko, Nevada 89801
City, State, Zip Code

APPLICATION MUST BE SIGNED BY THE APPLICANT OR AGENT

$100 FILING FEE AND SUPPORTING MAP MUST ACCOMPANY APPLICATION

2008 SEP 11 PM 1:09