Permit No. 80849

THE STATE OF NEVADA

PERMIT TO CHANGE THE PUBLIC WATERS OF THE STATE OF NEVADA HERETOFORE APPROPRIATED

Name of Permittee:	**SANTA FE PACIFIC GOLD CORPORATION**
Source:	**BVW 3 (UNDERGROUND)**
Basin:	**BUFFALO VALLEY**
Manner of Use:	**MINING, MILLING AND DEWATERING**
Period of Use:	**JANUARY 1ST TO DECEMBER 31ST**
Priority Date:	**04/16/1992**

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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 permit to change the point of diversion of the waters of an underground source as heretofore granted under Permit 78738 is issued subject to the terms and conditions imposed in said Permit 78738 and with the understanding that no other rights on the source will be affected by the change proposed herein. This well shall be equipped with a two (2) inch opening for measuring depth to water and 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. If the well is flowing, a valve must be installed and maintained to prevent waste.

The permittee shall keep monthly records of the amount of water pumped from this well and the records must be submitted to the State Engineer on an annual basis within 30 days after the end of each calendar year.

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

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 groundwater basin.

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

(Continued on Page 2)

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 0.11 cubic feet per second or 60.0 acre-feet annually**.

Work must be prosecuted with reasonable diligence and proof of completion of work shall be filed on or before:	**November 22 2012**
Water must be placed to beneficial use and proof of the application of water to beneficial use shall be filed on or before:	**November 22 2016**
Map in support of proof of beneficial use shall be filed on or before:	**N/A**

IN TESTIMONY WHEREOF, I, JASON KING, P.E.,

State Engineer of Nevada, have hereunto set my hand and the seal of my office, this 22nd day of **November**, A.D. **2011**

for State Engineer

Completion of work filed _____

Proof of beneficial use filed _____

Cultural map filed _____

Certificate No. _____ Issued _____

Application No. 80849

AMENDED

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 10 2011

Returned to applicant for correction MAY 13 2011

Corrected application filed JUN 01 2011 Map filed JUL 01 2011

The applicant Santa Fe Pacific Gold Corporation

Environmental Department, 1655 Mountain City Hwy. (Street Address or PO Box) of Elko (City or Town)

Nevada, 89801 (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 rights by Permit, Certificate, Proof or Claim Nos. If Decreed, give title of Decree and identify right in Decree.)

Permit 78738

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1. The source of water is Underground - BVW 3
   Name of stream, lake, underground, spring or other sources.

2. The amount of water to be changed 0.11 cfs (60 AFA)
   Second feet, acre-feet. One second foot equals 448.83 gallons per minute.

3. The water to be used for Minerals Exploration, Dewatering and Mining and Milling
   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 Minerals Exploration, Dewatering and Mining and Milling
   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.)
   within the NE1/4 SE1/4, Section 33, T32 N., R42 E., M.D.M., or at a point from which the Southeast Corner of said Section 33 bears S 03°18'49" E a distance of 1789 feet.

6. The existing point of diversion is located within (If point of diversion is not changed, do not answer.)
   within the NE¼ SE¼, Section 33, T32 N., R42 E., M.D.M., or at a point from which the W¼ corner of said Section 33 bears N 78°37'47" W a distance of 4915 feet.

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

Same as existing

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.)

Sections 1-4, 9-16, 21-24 T31 N R42 E, Sections 9-16, 21-28, 33-36 T32 N R42 E, Sections 3-10, 15-22 T31 N R43 E, Sections 7-10, 15-22, 27-34 T32 N R43 E, M.D.M.

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.)

Drilled, cased well with motor and pump, and totalizing flowmeter.

12. Estimated cost of works $25,000

13. Estimated time required to construct works One year

If well completed, describe well.

14. Estimated time required to complete the application of water to beneficial use 5 years

15. Provide a detailed description of the proposed project and its water usage (use attachments if necessary): (Failure to provide a detailed description may cause a delay in processing.)

An extended duration aquifer test is scheduled at the Buffalo Valley Mine to collect information which will be incorporated into a numeric ground water model. This modeling effort is necessary for future permitting and is scheduled to begin in June of 2011. After completion of the pump test, the well will be maintained for mineral exploration and/or future dewatering.

16. Miscellaneous remarks:

Additionally: a request for a waiver for temporary use of ground water for water exploration was filed with the Division of Water Resources Engineering group.

RECEIVED
JUL - 1 2011
STATE ENGINEER'S OFFICE

Bryce Vorwaller
Type or print name clearly

Bryce.Vorwaller@Newmont.com
E-mail Address

Signature, applicant or agent

775-778-4318
Phone No. Ext.

Newmont USA Limited
Company Name

Environmental Department, 1655 Mountain City Hwy.
Street Address or PO Box

Elko, Nevada 89801
City, State, ZIP Code

APPLICATION MUST BE SIGNED BY THE APPLICANT OR AGENT

$200 FILING FEE AND SUPPORTING MAP MUST ACCOMPANY APPLICATION