Permit No. 81666T

TEMPORARY

THE STATE OF NEVADA

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

Name of Permittee:	**BARRICK GOLD US, INC**
Source:	**PAN MINE WELL 2 (UNDERGROUND)**
Basin:	**NEWARK VALLEY**
Manner of Use:	**MINING AND MILLING**
Period of Use:	**ONE YEAR FROM DATE OF ISSUANCE**
Priority Date:	**05/16/1963**

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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 21278, Certificate 6804, is issued subject to the terms and conditions imposed in said Permit 21278, Certificate 6804, and with the understanding that no other rights on the source will be affected by the change proposed herein. The well shall be equipped with a 2-inch opening 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 State retains the right to regulate the use of the water herein granted at any and all times.

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 Temporary Permits 81666T and 81709T shall not exceed 240 acre-feet annually.

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 approved for the entire 240.0 acre-feet annually as requested. However, pursuant to NRS 533.3703, initially only the net consumptive use amount of the base right, 162.0 acre-feet, can be diverted annually. Additional diversion up to the total 240.0 acre-feet may be granted if it can be shown that the additional diversion will not cause the consumptive use of 162.0 acre-feet to be exceeded.

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.

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

(Continued on Page 2)

The amount of water to be appropriated shall be limited to the amount which can be applied to beneficial use, **and not to exceed 0.42 cubic feet per second or 240.0 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, JASON KING, P.E.,

State Engineer of Nevada, have hereunto set my hand and the seal of my office, this 18th day of **April**, A.D. **2012**

P.E.

State Engineer

TEMPORARY Application No. 81666 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 MAR 15 2012

Returned to applicant for correction

Corrected application filed Map filed MAR 15 2012 under 81665T

The applicant Barrick Gold U.S. Inc.

136 East South Temple, Suite 1800 of Salt Lake City

Street Address or PO Box City or Town

Utah 84111 hereby make(s) application for permission to change the

State and ZIP Code

☑ 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 21278, Certificate 6804

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1. The source of water is Underground - Pan Mine Well 2
   Name of stream, lake, underground, spring or other sources.

2. The amount of water to be changed 0.42 c.f.s., 240.0 AFA
   Second feet, acre-feet. One second foot equals 448.83 gallons per minute.

3. The water to be used for 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 Irrigation and Domestic
   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 SW¼NW¼ Section 26, T. 17N., R. 55E., M.D.M., or at a point from which the NW Corner of Section 17, T. 17N., R. 55E., M.D.M. bears N. 54° 39' W., a distance of 20,954 feet.
   Please see accompanying supporting map.

6. The existing point of diversion is located within (If point of diversion is not changed, do not answer.)
   within the NW¼NW¼ Section 15, T. 19N., R. 55E., M.D.M., or at a point from which the NW corner of said Section 15 bears N. 45° 00' W., a distance of 100 feet.
   Please use the cultural map filed under Permit 21278 to support the Existing Point of Diversion.

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

T. 16N., R. 55E., M.D.M.: Sections 1, 2, 3, 11, 12, N½ Section 13, N½ Section 14.
T. 17N., R. 55E., M.D.M.: Sections 3, 10, 13, 14, 15, 22, 23, 24, 25, 26, 27, 34, 35, 36,
T. 18N., R. 55E., M.D.M.: Portion Section 27, Section 34.
Please see accompanying supporting map.

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.)

W½ Section 15, T. 19N., R. 55E., M.D.M., 320 acres total
(30 acres in the NW¼ and 30 acres in the SW¼, for a total of 60 acres, located on corners outside of two existing 130-acre pivot irrigation systems, to be removed from irrigation.) 7.5 acres from each of: NW¼ NW¼, NE¼ NW¼, SW¼ NW¼, SE¼ NW¼ and NW¼ SW¼, NE¼ SW¼, SW¼ SW¼, SE¼ SW¼ (15)
Please see accompanying supporting map.

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 and cased well, pump, motor, and distribution system. Water will be conveyed by pipeline or by truck hauling as needed.

12. Estimated cost of works in excess of $1,000,000

13. Estimated time required to construct works 2 years
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.)

See Attached
This Temporary Application is being filed concurrently with a Permanent Application to enable the well to be drilled.

16. Miscellaneous remarks:

The 30 acres to be removed from corners from within the SW¼ of Section 15, T. 19N., R. 55E., M.D.M. are supplemented by Permit 23679. These supplemental acres are to be removed under separate Application to Change a portion of Permit 23679.

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Bruce R. Scott
Type or print name clearly

Signature, applicant or agent

Resource Concepts, Inc.
Company Name

340 North Minnesota Street
Street Address or PO Box

Carson City, NV 89703
City, State, ZIP Code

rciwater@rci-nv.com
E-mail Address

775-883-1600
Phone No.

APPLICATION MUST BE SIGNED BY THE APPLICANT OR AGENT

Revised 07/09 $150 FILING FEE AND SUPPORTING MAP MUST ACCOMPANY APPLICATION

81666 T

ATTACHMENT TO APPLICATIONS TO CHANGE PORTIONS OF PERMIT 21278, CERTIFICATE 6804; PERMIT 23508, CERTIFICATE 6838; PERMIT 23510, CERTIFICATE 6778; PERMIT 23511, CERTIFTCATE 6839; PERMIT 23769, CERTIFICATE 6840; PERMIT 62953; PERMIT 62954; and PERMIT 62955

15. Proposed Project Description:

These water rights are under lease to Midway Gold US Inc. for their Pan Mine Project in lower Newark Valley, White Pine County, Nevada as outlined in the "Lease of Water Allotment Agreement" and "First Amendment to Lease of Water Allotment Agreement" between Barrick Gold U.S. Inc. and Midway Gold US Inc. The leases are being filed concurrently with these Applications.

Portions of water from the above listed permits are being moved to the proposed mine for exploration and open pit mining and milling of gold ores. Please refer to the "Mining Appropriation Data Response" being filed concurrently with these Applications.

Please send copies of all correspondence to the attention of: Vice President of Administration, Midway Gold US Inc., 8310 S. Valley Hwy., Ste. 280, Englewood, CO 80112.

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