



THE STATE OF NEVADA

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

Name of Permittee: BARRICK GOLD U.S. INC.
Source: PAN MINE WELL 1 (UNDERGROUND)
Basin: NEWARK VALLEY
Manner of Use: MINING AND MILLING
Period of Use: JANUARY 1ST THROUGH DECEMBER 31ST
Priority Date: 03/26/1997

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, place and manner of use of a portion of the waters of an underground source as heretofore granted under Permit 62953 is issued subject to the terms and conditions imposed in said Permit 62953 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 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 Permits 81667, 81668, 81669, 81670, 81671, 81672, 81673 and 81674 shall not exceed 1,520.1 acre-feet annually. However, pursuant to NRS 533.3703, initially only the net consumptive use amount of 1,200.69 acre-feet, can be diverted annually.

Additional diversion up to the total 1,520.1 acre-feet may be allowed if it can be shown that the additional diversion will not cause the consumptive use to be exceeded.

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

The State Engineer retains the right to regulate the appropriation and use of the public waters herein granted at any and all times.

(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 or injection sites, if any, in acre-feet.
- F. The amount of water lost through evaporation or other system losses project wide.

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

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

A total of 230.1 acre-feet annually is approved under this permit is abrogated from the base right. However, pursuant to NRS 533.3703 **initially only 207.09 acre-feet (the net consumptive use amount) at 0.959 cubic feet per second can be diverted annually.** Additional duty up to the total of 230.1 acre-feet may be allowed if it can be shown that this additional duty will not cause the consumptive use amount to be exceeded.

Work must be prosecuted with reasonable diligence and proof of completion of work shall be filed on or before:

August 13 2014

Water must be placed to beneficial use and proof of the application of water to beneficial use shall be filed on or before:

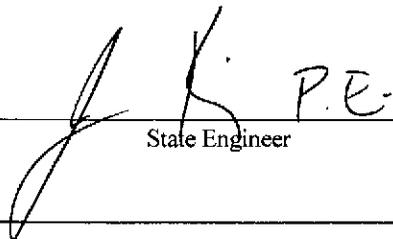
August 13 2017

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 13th day of August, 2012



 State Engineer

Completion of work filed _____

Proof of beneficial use filed _____

Cultural map filed _____

Certificate No. _____ Issued _____

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 _____
Street Address or PO Box City or Town
Salt Lake City, UT 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 62953

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

2. The amount of water to be changed 0.959 CFS, 230.1 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
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 SW¹/₄NW¹/₄ 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. 53° 50' W., a distance of 20,876 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 SW¹/₄SW¹/₄ Section 21, T. 22N., R. 56E., M.D.M., or at a point from which the NE corner of said Section 21 bears N. 37° 53' E., a distance of 6,579 feet.
Please use the map filed under Application 62953 to support the Existing Point of Diversion.

10-154
WP

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.)

SW¼SW¼, SE¼NW¼ Section 21, T. 22N., R. 56E., M.D.M., 80 acres
(non-supplemental 76.7 acres to be removed. See Item 16)
Please see the attached copy of the map filed under Permit 62953 to describe the existing Place of Use acreage to be stripped.

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

10. Existing use permitted from January 1 to December 31 of each year.
Month and Day Month and Day

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.
A Temporary Application changing this same water is being filed concurrently to enable the well to be drilled.

16. Miscellaneous remarks:

Water is being moved from the non-supplemental portion of Permit 62953, which has a duty of 3.0 acre feet per acre. Existing non-supplemental acreage identified to be stripped under this application is in compliance with findings under the 1/12/2009 "Memorandum to File" under Permit 62947.

rciwater@rci-nv.com
E-mail Address
775-883-1600
Phone No.

APPLICATION MUST BE SIGNED
BY THE APPLICANT OR AGENT

Bruce R. Scott
Bruce R. Scott
Type or print name clearly
Signature, applicant or agent
Resource Concepts, Inc.
Company Name
340 N. Minnesota Street
Street Address or PO Box
Carson City, Nevada 89703
City, State, ZIP Code

RECEIVED
2012 MAR 15 AM 10:52
STATE ENGINEERS OFFICE

**ATTACHMENT TO APPLICATIONS TO CHANGE PORTIONS OF
PERMIT 21278, CERTIFICATE 6804; PERMIT 23508, CERTIFICATE 6838;
PERMIT 23510, CERTIFICATE 6778; PERMIT 23511, CERTIFICATE 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.

**RECEIVED
2012 MAR 15 AM 10:57
STATE ENGINEERS OFFICE**

